

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: APR 20 2007

STATE GOVERNMENT LEADERSHIP
FOUNDATION INC
C/O DAVID BAILEY
ARENT FOX PLLC
1050 CONNECTICUT AVE NW
WASHINGTON, DC 20036-5339

Employer Identification Number:
20-0505849
DLN:
17053363034003
Contact Person:
MRS T FARR ID# 52404
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31
Form 990 Required:
yes
Effective Date of Exemption:
December 17, 2003
Contribution Deductibility:
NO

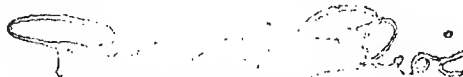
Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Information for Organizations Exempt Under Sections Other Than 501(c)(3)

Letter 948 (DO/CG)

STATE GOVERNMENT LEADERSHIP

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTIONS OTHER THAN 501(C)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the Internet Web Site at www.irs.gov, and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at www.irs.gov/eo. In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities pages of irs.gov. To subscribe, go to www.irs.gov/eo and click on "EO Newsletter."

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE EO Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve, provide the EO Determinations Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT, 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic notice if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you.

Due Date of Return or Annual Electronic Notice

STATE GOVERNMENT LEADERSHIP

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date for the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the annual electronic notice.

If your tax-exempt status is revoked because you failed to file, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. Special rules for organizations exempt under sections 501(c)(7), (9), (17) and (19) are described in Publication 598, Tax on Unrelated Business Income of Exempt Organizations.

There are several exceptions to the tax on unrelated business income:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposits, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet.

STATE GOVERNMENT LEADERSHIP

Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

EXCESS BENEFIT TRANSACTIONS (Applies to 501(c)(4) organizations)

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(4) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or Form 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee.

You are also liable for tax under the Federal Unemployment Tax (FUTA) for each employee you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

**Power of Attorney
and Declaration of Representative**
▶ See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
Received by: _____
Name _____
Telephone _____
Function _____
Date _____

Part 1 Power of Attorney (Type or print.)

1 Taxpayer information (Taxpayer(s) must sign and date this form on page 2, line 9.)

Taxpayer name(s) and address

State Government Leadership Foundation, Inc.
900 Second Street, NE,
Suite 201
Washington, DC 20002

Social security number(s)

Employer identification
number

20-0505849

Plan number (if applicable)

Daytime telephone number

202-842-4433

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

Laura Kalick
Arent Fox
1050 Connecticut Avenue, NW
Washington, DC 20036-5339

CAF No. _____

Telephone No. 202-857-6464

Fax No. 202-857-6395

Check if new: Address ☐ Telephone No. ☐

Name and address

Scott Ward
Arent Fox
1050 Connecticut, Avenue, NW
Washington, DC 20036-5339

CAF No. _____

Telephone No. 202-715-8414

Fax No. 202-857-6395

Check if new: Address ☐ Telephone No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax Matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (See the instructions for line 3.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Income Tax Exemption	Form 1024	2003

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific uses not recorded on CAF. ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the authority to execute a request for a tax return, or a consent to disclose tax information unless specifically added below, or the power to sign certain returns. See the instructions for Line 5. Acts authorized.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.

Note: The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the separate instructions for more information.

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

For Paperwork Reduction and Privacy Act Notice, see the separate instructions.

Form **2848** (Rev. 1-2002)

- 7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below.
- a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box ☒
- b If you also want the second representative listed to receive a copy of such notices and communications, check this box ☐
- c If you do not want any notices or communications sent to your representative(s), check this box ☐
- 8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign. If joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Craig Engle 122303 Director
 Signature Date Title (if applicable)

Craig Engle
 Print Name

Signature Date Title (if applicable)

Print Name

Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the separate instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent - enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer - a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee - a full-time employee of the taxpayer.
 - f Family Member - a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer - an unenrolled return preparer under section 10.7(c)(viii) of Treasury Department Circular No. 230.

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.

Designation - Insert above letter (a-h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	DC	<i>Laura Kalich</i>	12/23/03
a	DC	X <i>Scott Ward</i>	12/24/03

**Power of Attorney
and Declaration of Representative**
▶ Type or print. ▶ See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
Received by: _____
Name _____
Telephone _____
Function _____
Date _____

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

State Government Leadership Foundation, Inc.
900 Second Street, NE,
Suite 201
Washington, DC 20002

Social security number(s)

Employer identification
number

20-0505849

Plan number (if applicable)

Daytime telephone number

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

David Bailey
Arent Fox, PLLC
1050 Connecticut Ave., NW
Washington, DC 20036-5339

CAF No. _____

Telephone No. (202) 857-6108

Fax No. (202) 857-6395

Check if new: Address ☒ Telephone No. ☐ FAX No. ☐

Name and address

John C. McCoy
Arent Fox, PLLC
1050 Connecticut Ave., NW
Washington, DC 20036-5339

CAF No. 5000-60817R

Telephone No. (202) 857-6175

Fax No. (202) 857-6395

Check if new: Address ☐ Telephone No. ☐ FAX No. ☐

Name and address

Scott Ward
Arent Fox, PLLC
1050 Connecticut Ave., NW
Washington, DC 20036-5339

CAF No. _____

Telephone No. (202) 715-8414

Fax No. (202) 857-6395

Check if new: Address ☐ Telephone No. ☐ FAX No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (See the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for income Tax Exemption	1024	

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific uses not recorded on CAF.** ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: Power to delegate or substitute another representative.

Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE** CASH, refund checks, initial here _____ and list the name of that representative below.

9 of representative to receive refund check(s) ▶

y Act and Paperwork Reduction Notice, see page 4 of the instructions.

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.


- a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b If you do not want any notices or communications sent to your representative(s), check this box ☐

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

 082905 Director
 Signature Date Title (if applicable)

Craig Engle ☐ ☐ ☐ ☐ ☐ STATE GOVERNMENT Leadership Fnd, Inc.
 Print Name PIN Number Print name of taxpayer from line 1 if other than individual

Signature

Date

Title (if applicable)

Print Name

PIN Number

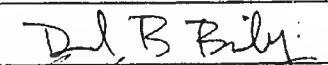
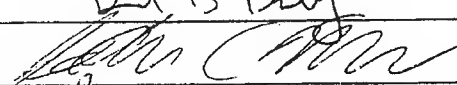
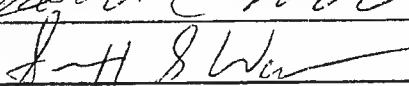
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent - enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer - a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee - a full-time employee of the taxpayer.
 - f Family Member - a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer - the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 2 of the instructions.

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation - Insert above letter (a-h)	Jurisdiction (state) or identification	Signature	Date
a	DC		8/29/05
a	DC		8/29/05
a	DC		8/29/05

**Application for Recognition of Exemption
Under Section 501(a)**

17053565034003

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**
If the required information and appropriate documents are not submitted along with Form 8718 (with payment
of the appropriate user fee), the application may be returned to the organization.
Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2) - Title holding corporations (Schedule A, page 7)
b ☒ Section 501(c)(4) - Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
c ☐ Section 501(c)(5) - Labor, agricultural, or horticultural organizations (Schedule C, page 9)
d ☐ Section 501(c)(6) - Business leagues, chambers of commerce, etc. (Schedule C, page 9)
e ☐ Section 501(c)(7) - Social clubs (Schedule D, page 11)
f ☐ Section 501(c)(8) - Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
g ☐ Section 501(c)(9) - Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
h ☐ Section 501(c)(10) - Domestic fraternal societies, orders, etc., not providing life, sick, accident or other benefits (Schedule E, page 13)
i ☐ Section 501(c)(12) - Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
j ☐ Section 501(c)(13) - Cemeteries, crematoria, and like corporations (Schedule H, page 16)
k ☐ Section 501(c)(15) - Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
l ☐ Section 501(c)(17) - Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
m ☐ Section 501(c)(19) - A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
n ☐ Section 501(c)(25) - Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document)

2 Employer identification number (EIN) (if none, see Specific Instructions on page 2)

State Government Leadership Foundation, Inc.

20-0505849

1b c/o Name (if applicable)

3 Name and telephone number of person to be contacted if additional information is needed

1c Address (number and street)

Room/Suite

900 Second Street, NE,

201

Laura Kalick

1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2.

(202) 857-6464

Washington, DC 20002

1e Web site address

4 Month the annual accounting period ends

December

5 Date incorporated or formed

December 17, 2003

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation. ☐ Yes ☒ No

7 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. ☐ Yes ☒ No

POSTMARK

RECEIVED

DEC 23 '03

DEC 24 '03

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation - Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
b ☐ Trust - Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
c ☐ Association - Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

SIGN
HERE

Craig Engle
(Signature)

Craig Engle, Director
(Type or print name and title or authority of signer)

122303
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization - past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See Attachment A

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.
- The Applicant's largest source of support comes from contributions from the general public, including individuals and corporations. The second source of support is from conference fees.

State Government Leadership Foundation
Form 1024
Attachment A
Statement of Activities

The Applicant devotes resources to forums, conferences and other means of communication and dialogue among state leaders. The Applicant provides education about the roles that state elected officials play in shaping legislation, enforcing the law, and applying the laws in state courts. The Applicant will conduct conferences and seminars related to these issues. In addition, the Applicant will conduct research studies, including public opinion polls, to determine the impact of the positions taken by elected state officials on the general public. The results of the Applicant's polls will be discussed at the seminars and disseminated to the public.

Part II. Activities and Operational Information (continued)**3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
See Attachment B	0

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

The Applicant began operations in the beginning of 2003 as an unincorporated association with merely a bank account for which the Applicant obtained a taxpayer identification number (EIN 37-1450818) All funds from the bank account were transferred to the Applicant after it was incorporated. The IRS issued the Applicant a new taxpayer identification number.

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

The Applicant shares space and employees with Republican State Legislative Committee, Inc., an IRC 527 political action committee with which the Applicant is connected. The Applicant reimburses the political action committee for its use of the space and the employees.

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

None

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

No Members

8 Explain how your organization's assets will be distributed on dissolution.

Upon dissolution the net assets will be distributed to another organization that is organized exclusively for social welfare purposes or educational purposes or charitable purposes as determined by the Board of Directors. If the Board of Directors fails to make such a determination, a court of competent jurisdiction will decide to which organization the residual assets should be distributed.

Attachment B

State Government Leadership Foundation

Form 1024

Officers and Directors—Names, Addresses and Compensation

Timothy J. Barnes
900 Second Street, NE, Suite 201
Washington, DC 20002

See Below

Margee Dotter
Dotter & Lydon
704 Fitzhugh Way
Alexandria, VA 22314

0

Craig Engle
Arent Fox Kintner Plotkin & Kahn, PLLC
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

0

Officer	Title	Time Devoted	2003	2004	2005
Timothy J. Barnes	Executive Director & Treasurer	12-15 hours per week	\$33,000.00	\$45,050.00	\$45,050.00

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No

If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount received and the character of the services performed or to be performed.

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions or annuities)? ☐ Yes ☒ No

If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No

If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☒ Yes ☐ No

If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.) There is currently no written agreement. However,

space is shared with the Republican State Legislative Committee, Inc., a connected PAC. In 2003, rent was \$10,281 for a partial year and is projected to be \$40,000 annually.

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No

If "Yes," explain in detail and list the amounts spent or to be spent in each case.

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☒ Yes ☐ No

If "Yes," attach a recent copy of each.

See Attached

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for 2 Next Years			(e) Total
	From 12/03 To 12/03	2004 (b)	2005 (c)	(d)	
1 Gross dues and assessments of members					
2 Gross contributions, gifts, etc.	672,038	1,600,000	1,600,000		3,872,038
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	85,685	100,000	100,000		285,685
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule)					
6 Investment income (see page 3 of the instructions)	112	1,000	1,000		
7 Other revenue (attach schedule)					
8 Total revenue (add lines 1 through 7)	757,835	1,701,000	1,701,000		4,159,835
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes	383,654	1,100,000	1,100,000		2,583,654
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)	33,000	45,050	45,050		123,100
14 Other salaries and wages	72,875	114,950	114,950		302,775
15 Interest					
16 Occupancy	10,281	40,000	40,000		90,281
17 Depreciation and depletion					
18 Other expenses (attach schedule)	164,635	120,000	120,000		404,635
19 Total expenses (add lines 9 through 18)	664,445	1,420,000	1,420,000		3,504,445
20 Excess of revenue over expenses (line 8 minus line 19)	93,390	281,000	281,000		655,390

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of 11/30/03	
Assets			
1	Cash	1	31,648
2	Accounts receivable, net	2	94,088
3	Inventories	3	0
4	Bonds and notes receivable (attach schedule)	4	0
5	Corporate stocks (attach schedule)	5	0
6	Mortgage loans (attach schedule)	6	0
7	Other investments (attach schedule)	7	0
8	Depreciable and depletable assets (attach schedule)	8	6,874
9	Land	9	0
10	Other assets (attach schedule)	10	0
11	Total assets	11	132,610
Liabilities			
12	Accounts payable	12	39,220
13	Contributions, gifts, grants, etc., payable	13	
14	Mortgages and notes payable (attach schedule)	14	
15	Other liabilities (attach schedule)	15	
16	Total liabilities	16	
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	93,390
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18	132,610

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

STATE GOVERNMENT LEADERSHIP FOUNDATION

State Government Leadership Foundation

The State Government Leadership Foundation (SGLF) is a tax-exempt organization under Section 501(c)4 of the Internal Revenue Code, dedicated to educating state officials on a wide range of public policy issues. The SGLF devotes resources to forums, conferences and other means of communication and dialogue among state leaders. Given the breadth and depth of policy issues faced by state officials today, there has never been a greater need for an organization that provides educational materials and experiences for these influential state leaders.

The SGLF exists through the generosity of its private sector donors. Individuals, organizations and companies sharing public policy concerns on a state level find the SGLF to be an effective organization to foster a dialogue on these issues. The SGLF serves as the issue education organization that provides support to state and local officeholders. Private sector donors often utilize the organization to promote, raise and discuss policy issues of concerns to them or their members.

Membership is available at several contribution levels. There is no limit on the type or size of contributions, and the Internal Revenue Service does not require contributors be disclosed publicly.

Attachment C
State Government Leadership Foundation
Form 1023
Part III-Financial Data

Part III, A, Line 3—Amounts from Related Activities--Conferences and Seminars

2003	2004	2005
\$85,685	\$100,000	\$100,000

Part III, A-Line 18—Other Expenses

Expense	Total
Bank Charges & Credit Card Fees	\$ 1,895
Consulting	44,296
Dues & Subscriptions	1,896
Health Insurance	4,731
Legal Fees	99,728
Miscellaneous	592
Payroll taxes	4,545
Postage & Shipping Expense	1,095
Printing and Reproduction	1,940
Telephone	3,916
Total Other Expenses	\$164,635

Part III, B-Line 8—Depreciable Assets

Asset	Cost and Value as of 11/30/03
Copier	6,874

Schedule B**Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☒ No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

**User Fee for Exempt Organization
Determination Letter Request**

▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

17053363034003

For
IRS
Use
Only

OMB No. 1545-1798

Control number

Amount paid

User fee screener

1 Name of organization

State Government Leadership Foundation, Inc.

2 Employer Identification Number

20-0505849

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

Fee

a ☐ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ \$150
- Note: If you checked box 3a, you must complete the Certification below.

Certification

I certify that the annual gross receipts of _____

name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

b ☒ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years . . . ▶ \$500

c ☐ Group exemption letters ▶ \$500

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2002-8, 2002-1, I.R.B. 252.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. Do not send this form to this address. Instead, see **Where To File** above.

Attach Check or Money Order Here

POSTMARK

DEC 23 '03

RECEIVED

DEC 24 '03

CINCINNATI
SERVICE CENTER

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

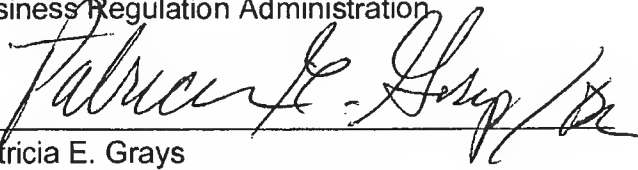
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

STATE GOVERNMENT LEADERSHIP FOUNDATION, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **17th** day of **December, 2003**.

David Clark
DIRECTOR

John T. Drann
Acting Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION.

OF

STATE GOVERNMENT LEADERSHIP FOUNDATION, INC.

TO: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
941 North Capital Street, NE
Washington, DC 20002

We, the undersigned persons of the age of eighteen years or more, acting as incorporators of a corporation under the NonProfit Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 3) (the "Act"), adopt the following Articles of Incorporation:

Article I. Name

The name of the corporation is "State Government Leadership Foundation, Inc., (hereinafter "the Corporation").

Article II. Authority

The Corporation is organized pursuant to the provisions of the District of Columbia Non-Profit Corporation Code.

Article III. Members

The Corporation will have no members.

FILE

12/17/03
Dler

Article IV. Board of Directors

The Corporation shall be managed by a Board of Directors who shall be elected in the manner provided by the Bylaws of the Corporation. The number of directors of the Corporation shall be determined by and provided for in the manner set forth in the Bylaws of the Corporation, but shall not at any time be less than three. Directors may succeed themselves in office for an unlimited number of terms. The number of directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons serving as the initial directors until their successors have been duly elected and shall qualify are:

Timothy J. Barnes
900 Second Street, NE, Suite 201
Washington, DC 20002

Margee Dotter Clancy
704 Fitzhugh Way
Alexandria, VA 22314

Craig M. Engle
Arent Fox Kintner Plotkin & Kahn, PLLC
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

Article V. Purposes and Limitations

The Corporation is organized and shall be operated exclusively for the promotion of social welfare, within the meaning of Section 501(c)(4) of the Internal Revenue Code. In particular, and without limiting the foregoing, the purposes of the Corporation are to:

- (1) Assist current and future state legislators, state attorneys general and other state officeholders, as appropriate, in the United States by promoting public awareness of the roles these individuals play in shaping our society;
- (2) Fund research, polling and seminars regarding the important issues facing state officials and other state officeholders throughout the nation;
- (3) Sponsor events promoting excellence in state government; and
- (4) Pursue any other purposes, which a nonprofit corporation organized in the District of Columbia and described in Section 501(c)(4) of the Code is legally entitled to pursue.

The Corporation is organized and shall be operated exclusively for the promotion of social welfare, within the meaning of Section 501(c)(4) of the Internal Revenue Code. The Corporation is not for profit. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation shall not engage in any activity which is prohibited to be conducted by an organization exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Internal Revenue Code").

Article VI. Initial Principal Office

The address of the initial principal office of the corporation is 900 Second Street, NE, Suite 201, Washington, D.C. 20002.

Article VII. Registered Office

The address of the initial registered office of the Corporation in the District of Columbia is 1015 15th Street, NW, 10TH Floor, Washington, D.C. 20005.

Article VIII. Registered Agent

The name of the registered agent at the registered office in the District of Columbia is CT Corporation System.

Article IX. Liability of Directors

Liability of all directors of the Corporation to the Corporation or its members for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by the District of Columbia Non-Profit Corporation Code or any successor statute or statutes.

Article X. Distribution Upon Dissolution

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operated exclusively for social welfare purposes or educational purposes or charitable purposes which shall be selected by the Board of Directors of the Corporation. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in which the principal office of the corporation is located shall make such distribution as herein provided.

Article XI. Indemnification of Corporate Agents

The Corporation may, to the maximum extent permitted by law, indemnify each director, officer, agent and/or employee, present or former, of the Corporation against any cost and expense incurred by or imposed upon them in connection with the defense of any action or proceeding in which they or any of them are made a party by reason of being or having been such director, officer, agent or employee of the Corporation, except to the extent such person is adjudged liable on the basis of personal gain improperly received; the foregoing indemnity shall not be in limitation of or exclusion of any other rights such officer, director, agent or employee may be entitled to as a matter of law or by agreement or vote of disinterested Directors or otherwise.

Article XII. Amendment of Articles

These Articles of Incorporation of the Corporation may be amended or repealed at any regular meeting of the Board of Directors, or at any special meeting called for that purpose provided that notice of such proposed amendment or repeal be given by mail to each member of the Board of Directors at least ten (10) calendar days prior to said meeting, and that such proposed amendment or repeal be adopted by the vote of a majority of the members of the Board of Directors. Any amendment or repeal adopted as herein provided shall take effect upon its passage or upon the date specified therein.

Article XIII. Bylaws

The structure, management, organization, and operation of the Corporation shall be governed by the bylaws of the corporation. The bylaws may be altered, amended, or repealed, and any new bylaws adopted, by the manner prescribed therein.

Article XIV. Affiliation and Management

The Corporation is not affiliated with any other 501(c)(4) civic organization or the Republican National Committee. The Corporation may affiliate from time to time with 527 political organizations in a manner consistent with its tax status as an IRC 501(c)(4) organization and as stated in these Articles or as agreed to by the Board. The Corporation is affiliated with the Republican State Leadership Committee.

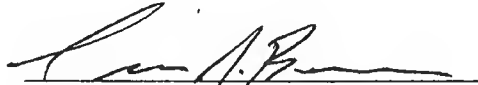
No state officeholder is to have any management or supervisory role in the operation of the Corporation. The Corporation will at all times be operated in accordance with the highest standards of financial accountability, fundraising ethics and administrative efficiency typical of a Section 501(c) (4) organization.


Article XV. Incorporators


The names and addresses of the Incorporators are:

1. Timothy J. Barnes
900 Second Street, NE, Suite 201
Washington, DC 20002
2. Margee Dotter Clancy
704 Fitzhugh Way
Alexandria, VA 22314
3. Craig Engle
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

IN WITNESS WHEREOF, we have subscribed our names.


Timothy J. Barnes, Incorporator


Margee Dotter Clancy, Incorporator


Craig M. Engle, Incorporator

I, Patricia M. Knott, A Notary Public, hereby certify that
on the 1st Day of December, 2003, Timothy J. Barnes, Margee Dotter Clancy and
Craig M. Engle, appeared before me and signed the foregoing document as an
incorporator, and have averred that the statements therein contained are true.

[SEAL]

Patricia M. Knott
Signature of Notary Public

PATRICIA M. KNOTT
Notary Public - District of Columbia
My Commission Expires: 9/14/2005



Government
of the
District of Columbia

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITAL STREET, N.E.
WASHINGTON, D.C. 20002

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO:
The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business Regulation Administration, Corporations Division
941 North Capital Street, N.E.
Washington, D.C. 20002

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO D.C. CODE TITLE 29, and TITLE 41

I, _____
A Bona fide Resident of the District of Columbia Herein Consent to Act as a Registered Agent For:

Name of Business

SIGNATURE OF REGISTERED AGENT _____

DATE: _____

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED IS:

C T Corporation System

An Authorized Corporate Registered Agent in the District of Columbia, per Signatures of it's
President/Vice-President and Secretary/Assistant Secretary, Herein Consents to Act as Registered Agent
For:

State Government Leadership Foundation, Inc.
NAME OF CORPORATION

SIGNATURE: _____ OF PRESIDENT OR VICE-PRESIDENT
Judith B. Azao, Vice President

ATTEST: _____ OF SECRETARY OR ASSISTANT SECRETARY

DATE: 12/17/03

BYLAWS OF STATE GOVERNMENT LEADERSHIP FOUNDATION

ARTICLE ONE

NAME AND PURPOSE

1.1 Name

The name of the corporation is: State Government Leadership Foundation (the "Corporation"). It has been formed as a non-profit corporation under the District of Columbia Non-Profit Corporation Act (the "Act").

1.2 Principal Office

The principal office of the Corporation shall be located at 900 2nd Street N.E., Suite 201, Washington, D.C. 20002, or at such other place within the United States, as the Board of Directors of the Corporation (the "Board of Directors," "Board" or "Directors") may determine to be in the best interest of the Corporation. The Corporation may have, in addition to its principal office, offices at such places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

1.3 Purposes

This Corporation is organized exclusively for social welfare purposes, as set forth in the Articles of Incorporation of the Corporation, and within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation is organized for the purposes of assisting current and future state officeholders by hosting policy seminars, conducting research and polling and other public activities in support of these purposes. The Corporation shall be operated exclusively for such purposes. No part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE TWO

MEMBERS

2.1 No Members

The Corporation shall have no members.

ARTICLE THREE

BOARD OF DIRECTORS

3.1 General Powers

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board of Directors. The Board may delegate the management of some or all of the day-to-day operations of the business of the Corporation to an entity(ies) or to other person(s), provided that the business, property and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board may make appropriate delegations of authority to the officers of the Corporation, and may authorize one (1) or more committees to act on its behalf under a specific written delegation of authority.

3.2 Number

The Board of Directors shall be composed of an odd number of Directors, of at least three (3) and no more than twenty-one (21) persons. The number of Directors shall from time to time be fixed and determined by the Board and shall be set forth in the notice of any meeting of the Board held for the purposes of electing Directors.

3.3 Honorary Executive Committee

The Board of Directors may establish and appoint members to no more than one (1) Honorary Executive Committee (the "Executive Committee"). The purpose of the Executive Committee shall be honorific and will not have any power, vote or authority over the management or affairs of the corporation. The Executive Committee shall consist of any number of members with the details related to the formation and functioning of the Executive Committee to be determined by the

Board of Directors at the time of establishing the Executive Committees and from time to time thereafter as the Board of Directors determines appropriate. The Executive Committee shall have a Chairman and no other officers and shall be composed of present or former elected state officeholders as appropriate.

3.4 Tenure

The initial members of the Board of Directors shall serve terms of four (4) years. A Director may be elected to succeed himself an unlimited number of times.

3.5 Election, Vacancies

Following expiration of the terms of the initial Directors, Directors shall be elected annually, and at such other time(s) as necessary under these Bylaws to fill vacancies in such positions. The initial Board of Directors are named in the Corporation's Articles of Incorporation.

A vacancy shall be declared in any seat on the Board upon the death, resignation or removal of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Corporation. In the event that a vacancy occurs with respect to an At-large Director prior to the end of the term, the remaining members of the Board of Directors shall appoint a replacement Director.

No reduction in the authorized number of Directors shall have the effect of removing any incumbent Director before that Director's term of office expires.

3.6 Resignation of Directors

Each Director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.7 Removal of Directors

The Board may remove a Director from the Board at any time when such removal is determined by the Board to be in the best interest of the Corporation.

3.8 Place and Manner of Meetings

Meetings of the Board of Directors may be called by the Chair of the Board, the President of the Corporation or any two (2) Directors, and shall be held at the principal office of the Corporation, unless some other place is designated in the notice of the meeting.

Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all participants in such a meeting can hear one another. If a Director wants to attend a meeting through the use of a conference telephone or similar communications equipment, it is the responsibility of that Director to ensure that the appropriate personnel of the Corporation are notified of the need to make that connection (such as the telephone number where the Director can be reached at the time of the meeting) in sufficient time to effect the connection to the meeting. The personnel of the Corporation responsible for making the connection will then take such actions as are necessary or appropriate under the circumstances (e.g., repeated attempts to call the telephone number given by the Director if there is a failed attempt to make connection initially) to effect the connection and the Director's attendance thereby.

3.9 Annual and Regular Meetings

Annual meetings of the Board of Directors shall be held in each year, as arranged by the Secretary of the Corporation, at the principal office of the Corporation, or at such other place as may be designated in the notice of the meeting, for the transaction of such business as may lawfully come before the meeting. The Chair of the Board or the Secretary of the Corporation shall give a minimum of two (2) days notice of such meeting to each Director, either personally or by mail, telecopy, telex or telegraph. Other regular meetings of the Board of Directors shall be held at such place and such time as shall be approved by resolution of the Board of Directors. Regular meetings may be held without further notice to the Directors other than the initial actual notice of a

meeting schedule given at a meeting or under the provisions of Article Seven of these Bylaws.

Accurate minutes of any annual or regular meeting of the Board of Directors or any committee thereof shall be maintained by the Secretary or other officer designated for that purpose.

3.10 Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chair of the Board, the President of the Corporation or any two (2) Directors. In the case of a special meeting called by Directors, notice shall be given by the Directors calling such meeting, by the Chair of the Board or by the President or Secretary of the Corporation on direction of such Directors calling such meeting. The notice shall be sufficient if it specifies the date, the place and the time of the meeting, that it is a special meeting of the Board of Directors and the agenda for the meeting. Matters other than noticed agenda items may not be considered and acted upon at a special meeting. A minimum notice of at least ten (10) days shall be required for a special meeting; provided, however, if notice is given by personal delivery or telefacsimile and at least two-thirds (2/3) of the Directors are in attendance at such meeting, a forty-eight (48) hour notice shall suffice.

Attendance of a Director at a special meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called or convened. When all Directors are present at any Director's meeting, however called or noticed, and all Directors sign a written consent thereto on the records of such meeting and sign a waiver of notice of the meeting or a consent to holding the meeting or an approval of the minutes thereof, whether prior to or after the holding of the meeting, and such waiver, consent or approval is filed with the Secretary of the Corporation, then all actions taken are as valid as if taken at a meeting regularly called and noticed.

Accurate minutes of any special meeting of the Board of Directors or any committee thereof shall be maintained by the Secretary or other officer designated for that purpose.

3.11 Quorum for Meetings

A majority of the incumbent Directors present in person shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws.

3.12 Voting

The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law or these Bylaws.

3.13 Proxies

Proxies may not be used at any meeting of the Board for the purpose of determining whether a quorum is present at such meeting nor to vote on any matter at a meeting of the Board.

3.14 Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by: (a) all of the Directors, or (b) a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted.

Each such written consent shall bear the date of signature of each Director who has so consented. A written consent signed by less than all of the Directors is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this Section, a consent or consents signed by the required number of Directors is delivered to the Corporation at its registered office, to its registered agent, at its principal place of business, or to an officer or agent of the Corporation having custody of the books in which proceedings of

meetings of Directors are recorded. The written consent(s) shall be maintained in and as a part of the books in which proceedings of meetings of the Directors are recorded. Delivery shall be by hand or by certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the Chair or the President of the Corporation

Prompt notice of the taking of any action by Directors without a meeting by less than unanimous written consent shall be given to all Directors who did not consent in writing to the action.

A telegram, telex, cablegram, or similar transmission by a Director or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director shall be regarded as signed by the Director for purposes of this Section 3.14.

3.15 Compensation

Directors shall not be entitled to any compensation for their services or expenses as Directors.

ARTICLE FOUR

COMMITTEES

4.1 Committees

The Board of Directors may create three or more committees (two may be advisory in nature, and one other authorized to carry out one or more functions of the Board) as are necessary and that are not in conflict with other provisions of these Bylaws. The duties of any such committee shall be prescribed by the Board upon its designation of the committee. No state or local elected officeholder may sit on any committee authorized to carry out any function of the Corporation or Board.

4.2 Delegation of Power

In the event the Board delegates any of its powers to a committee, any actions taken by such committee shall be as effective as if taken by the Board. The

designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

4.3 Quorum and Voting

A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Proxies may not be used by a committee member for any purpose.

4.4 Action by Written Consent

Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the committee and such consent shall have the same force and effect as a unanimous vote at a meeting.

4.5 Meetings and Notices

Meetings of any committee may be called by the Chair of the Board of Directors or the Chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meetings.

4.6 Resignations and Removals

A member of any committee may resign at any time by giving notice to the Chair of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board may remove at any time, with or without cause, any member of any committee who was originally appointed thereto by the Board as provided in these Bylaws.

4.7 Term and Vacancies

All individuals appointed to committees shall serve on such committee for a two (2) year term or until a successor is appointed and takes office. Committee members may serve successive terms, if so appointed. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant of the committee by an appointment from the Board of Directors as is specified in Section 4.1 of these Bylaws.

ARTICLE FIVE

OFFICERS

5.1 Number and Election

The officers of the Corporation shall be a Chairman of the Board, a President, a Secretary, and a Treasurer and may include such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. Each officer shall take office and shall hold such office until the earlier of the date of the next annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed. Officers may serve successive terms, if so appointed.

5.2 Attendance at Meetings

The Chairman of the Board, and in his or her absence, the President of the Corporation, shall call meetings of the Board to order, and shall act as chair of such meetings. The Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the Chair or acting Chair of the Board may appoint any person present to act as secretary of the meeting.

5.3 Duties

The principal duties of the several officers are as follows:

(a) Chairman of the Board. The Chair shall preside at all meetings of the Board, and may exercise the powers vested in him or her by the Board, by law or these Bylaws, and which usually attach or pertain to such office. The Chair shall have the responsibilities of establishing the agenda for Board meetings, and shall perform such duties as may be assigned to him or her by the Board.

(b) President (or Executive Director). The President shall be the chief executive officer of the Corporation. He or she shall have general charge and supervision of the business, property, and affairs of the Corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board.

(c) Secretary. The Secretary shall (i) have charge of the records and correspondence of the Corporation under the direction of the President, (ii) shall be the custodian of the seal of the Corporation, if one is adopted, (iii) give notice of and attend all meetings of the Board, (iv) take and keep true minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary, and (v) shall perform such other duties as may be assigned to him or her from time to time by the Board.

(d) Treasurer. The Treasurer shall (i) arrange for the accounting of all moneys, credits and property of the Corporation and for an accurate accounting of all money received and discharged, (ii) except as otherwise ordered by the Board, arrange for the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate, (iii) keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board, (iv) submit a report of the accounts and financial condition of the Corporation at each

annual meeting of the Board, (v) under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, provided, however, that any such checks or wires over Fifty Thousand Dollars (\$50,000) must be signed by the Treasurer and President, (vi) make such transfers and other dispositions in the assets of the Corporation as may be ordered by the Board, (vii) in general, perform all the duties which are incident to the office of the Treasurer, subject to the Board, and (viii) perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board.

5.4 Resignation

Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

5.5 Removal

Any officer may be removed, either with or without cause, by the Board at any meeting of the Board at which a quorum is present.

5.6 Vacancies

Whenever a vacancy shall occur in any office of the Corporation, such vacancy shall be filled by the chair of the Board subject to ratification by the Board at its next meeting subsequent to such appointment. Such new officer shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

5.7 Other and/or Subordinate Officers

The Board of Directors may appoint such other officers as the business of the Corporation may require (such as an Executive Director, Vice-President, Assistant Secretary and/or Assistant Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for

by an instrument of appointment as the Board of Directors may from time to time determine.

ARTICLE SIX

APPOINTIVE REPRESENTATIVES AND AGENTS

The Board may appoint such representatives and agents as the Board may deem necessary for carrying out the purposes of the Corporation. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointive representatives and agents shall hold their respective positions at the pleasure of the Board, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such representatives and agents.

ARTICLE SEVEN

NOTICES

7.1 Form of Notice

Whenever under the provisions of these Bylaws, notice is required to be given to any Director or committee member and no provision is made as to how such notice shall be given, it shall be construed to mean given in writing by personal delivery (including delivery by a commercial courier/delivery service) or by first-class mail, postage prepaid, or by facsimile transmission, addressed to such Director, or committee member at such address as appears on the books of the Corporation or other address provided by the Director or committee member in a particular case. Any notice required or permitted to be given by mail shall be deemed to be given at the time when it is deposited in the United States mail as aforesaid. If given by facsimile, notice shall be deemed to be delivered on the successful transmission of the facsimile. Except as may be otherwise provided by law, the Articles of Incorporation, or by these Bylaws (such as in Section 3.10), neither the business to be transacted at, nor the purpose of, any regular

meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

7.2 Waiver

Whenever any notice is required to be given to any Director or committee member under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director or committee member at any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE EIGHT

INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Indemnification

The Corporation shall indemnify its present and former Directors and officers and committee members to the full extent permitted by and under the circumstances set forth in the Act. The Corporation may, but shall not be required to, indemnify representatives, agents and other persons acting on behalf of the Corporation by an agreement in writing approved by the Board. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by the Act and subject to the conditions thereof. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons as permitted by the Act.

ARTICLE NINE

AMENDMENTS

Any provision of the Articles of Incorporation of the Corporation and these Bylaws may be altered, amended or repealed, and new and other provisions may be

made and adopted upon a vote of approval of the Board of Directors as specified in Section 3.12 of these Bylaws.

ARTICLE TEN

GENERAL PROVISIONS

10.1 Annual Review

Annually, the Board and any Board committee with any power of the Board shall conduct a review of its activities to determine that such activities are in accordance with, support and further the purposes of the Corporation.

10.3 Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution and approval of the Board; provided, that if such fiscal year is not so fixed by the Board, it shall run from January 1st until December 31st.

10.3 Seal

The Board may, but shall not be required to, adopt a corporate seal to be in such form and to be used in such manner as the Board shall direct.

10.4 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board of Directors and committees.

10.5 Invalid Provisions

If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as a part of these Bylaws a provision as

similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

10.6 Headings

The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

10.7 Permanent Incapacity

Any member of the Board who shall be incapable of participating in the management and affairs of the Corporation for a continuous period of six (6) months shall be deemed to be "permanently incapacitated" within the meaning of that term as used in these Bylaws.

10.8 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

10.9 Contracts

The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances.


10.10 Deposits

All funds of the Corporation from any source (with the exception of any federal money regulated by the FECA) shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

CERTIFICATE

I, the undersigned officer of the State Government Leadership Foundation (the "Corporation"), a District of Columbia non-profit corporation, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation on the 12 day of 12, 2005, by the affirmative vote of the Directors of the Corporation then in office.

Dated: 12 12, 2005



Name: Timothy J. Barnes
Title: Chairman, President and
Executive Director.



Name: Craig M. Engle
Title: General Counsel



Arent Fox Kintner Plotkin & Kahn, PLLC
1050 Connecticut Avenue, NW
Washington, DC 20036-5339
Phone 202/857-6000
Fax 202/857-6395
www.arentfox.com

Laura Kalick
202/857-6464
kalick.laura@arentfox.com

December 23, 2003

VIA FEDERAL EXPRESS

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Re: State Government Leadership Foundation, Inc. (EIN—20-0505849)
Application for Exemption: Form 1024

Dear Madame or Sir:

Attached is an application for exemption, Form 1024, for the above captioned organization, a \$500 user fee and a power of attorney authorizing me, Laura Kalick, and Scott Ward to represent the organization. If you have any questions, please call me at 202-857-6464. Thank you in advance for your attention to this matter.

Sincerely,

Laura Kalick

Attachments

District Director
P.O. Box 2508, Cincinnati, OH 45201



**Department of the Treasury
Internal Revenue Service
Mid-Atlantic Region (TE/GE)**

Date: May 27, 2004

STATE GOVERNMENT LEADERSHIP
FOUNDATION, INC
900 SECOND STREET, NE STE 201
WASHINGTON, DC 20002

Employer Identification Number:
20-0505849

Person to Contact:
Mrs. T. Farr

Telephone Number:
410-962-4774

Response Date:
June 17, 2004

Dear Applicant:

Before we can recognize your organization as being exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information needed to make that determination on your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1024.

Please send your response to the following address:

INTERNAL REVENUE SERVICE
TE/GE T:EO:D:MA GROUP 7880
PO BOX 13163, ROOM 1420
BALTIMORE, MARYLAND 21201

STATE

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely,

Mrs. T. Farr
Exempt Organization Specialist

Enclosure:
Attachment

STATE

IN A QUESTION AND ANSWER FORMAT AND UNDER THE SIGNATURE OF A PRINCIPAL OFFICER, RESPOND TO THE FOLLOWING:

Revenue Procedure 90-27, published in Cumulative Bulletin, 19990-1, page 514 provides, in part, that exempt status will be recognized in advance of operations if proposed operations can be described in *sufficient* detail to permit a conclusion that the organization will clearly meet the particular requirements of the section under which exemption is claimed. A mere restatement of purposes or a statement that proposed activities will be in furtherance in such purposes will not satisfy this requirement. The organization must fully describe the activities in which it expects to engage, including the standards, criteria, procedures, or other means adopted or planned, and the nature of contemplated expenditures.

1. Please submit a new executed Form 2848 with the tax year in section 3 blank. The 2848 submitted with the application has expired.
2. Use the following to describe each of your activities
 - a) Its purpose and nature.
 - b) Frequency and duration.
 - c) How, when, where and by whom it was is or will be conducted.
 - d) The requirements a person or organization must meet in order to participate in our receive benefit from the activity.
 - e) The amount of any charges or fees and the basis for the amount.
 - f) What the activity has accomplished or will accomplish.
 - g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.
3. Submit copies of the information you disseminate. Provide copies of your transcripts from your, seminars and conference.
4. Please explain which "state leaders" you have targeted thus far.
5. Explain in detail, how you share space and employees with the Republican State Legislative Committee Inc.
6. Please explain your connection with the Republican State Legislative Committee, Inc.
7. Please provide resumes for Timothy J. Barnes, Margee Dotter and Craig Engle.
8. Mr. Timothy Barnes controls the organization. Please resolve this issue.
9. You pay rent to a non-exempt entity without a lease. Please explain what portion of the entire lease is paid by your organization. Provide documentation to support your statement.
10. Please explain the substantial increase of the rent and how it is reasonable.

STATE

11. Explain in detail, the verbal agreement between the PAC and your organization to use space under the signature of a principal person from the PAC.
12. Please explain the reference to the organization being exempt under 501(c)(4) when there is no record of the organization being exempt and a determination has not been made on this case.
13. Explain the statement "Private sector donors often utilize the organization to promote, raise and discuss policy issues of concerns to them or their members". Provide samples of "policy issues of concern".
14. Your bylaws state that you are not a membership organization. However, an attachment in your application states, "membership is available at several contribution levels". Please explain the discrepancy.
15. Please explain why the organization is accepting contributions, since this is not typical of your type of organization.
16. Provide the sources of your income listed on page 5, line 2 such as, how much from and who/whom. Please provide a detailed breakdown of your expenditures, such as, how much, to who/whom, for what service or purpose. (Line 9)
17. Provide copies of contracts/agreements in which the organization is a party.
18. You have an allocated an expense for consulting. Please explain.

STATE

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18. You have an allocated an expense for consulting. Please explain.

District Director
P.O. Box 2508, Cincinnati, OH 45201



**Department of the Treasury
Internal Revenue Service
Mid-Atlantic Region (TE/GE)**

Date: May 27, 2004

STATE GOVERNMENT LEADERSHIP
FOUNDATION, INC
C/O LAURA KALICK
1050 CONNECTICUT AVE NW
WASHINGTON, DC 20036-5339

Employer Identification Number:
20-0505849

Person to Contact:
Mrs. T. Farr

Telephone Number:
410-962-4774

Response Date:
June 17, 2004

Dear Applicant:

Before we can recognize your organization as being exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information needed to make that determination on your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1024.

Please send your response to the following address:

INTERNAL REVENUE SERVICE
TE/GE TEO:D:MA GROUP 7880
PO BOX 13163, ROOM 1420
BALTIMORE, MARYLAND 21201

STATE

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely,

Mrs. T. Farr
Exempt Organization Specialist

Enclosure:
Attachment

STATE

IN A QUESTION AND ANSWER FORMAT AND UNDER THE SIGNATURE OF A PRINCIPAL OFFICER, RESPOND TO THE FOLLOWING:

Revenue Procedure 90-27, published in Cumulative Bulletin, 19990-1, page 514 provides, in part, that exempt status will be recognized in advance of operations if proposed operations can be described in *sufficient* detail to permit a conclusion that the organization will clearly meet the particular requirements of the section under which exemption is claimed. A mere restatement of purposes or a statement that proposed activities will be in furtherance in such purposes will not satisfy this requirement. The organization must fully describe the activities in which it expects to engage, including the standards, criteria, procedures, or other means adopted or planned, and the nature of contemplated expenditures.

1. Please submit a new executed Form 2848 with the tax year in section 3 blank. The 2848 submitted with the application has expired.
2. Use the following to describe each of your activities
 - a) Its purpose and nature.
 - b) Frequency and duration.
 - c) How, when, where and by whom it was is or will be conducted.
 - d) The requirements a person or organization must meet in order to participate in our receive benefit from the activity.
 - e) The amount of any charges or fees and the basis for the amount.
 - f) What the activity has accomplished or will accomplish.
 - g) State what percentage of the total time and effort of the organization is devoted to carrying out each activity.
3. Submit copies of the information you disseminate. Provide copies of your transcripts from your, seminars and conference.
4. Please explain which "state leaders" you have targeted thus far.
5. Explain in detail, how you share space and employees with the Republican State Legislative Committee Inc.
6. Please explain your connection with the Republican State Legislative Committee, Inc.
7. Please provide resumes for Timothy J. Barnes, Margee Dotter and Craig Engle.
8. Mr. Timothy Barnes controls the organization. Please resolve this issue.
9. You pay rent to a non-exempt entity without a lease. Please explain what portion of the entire lease is paid by your organization. Provide documentation to support your statement.
10. Please explain the substantial increase of the rent and how it is reasonable.

Arent Fox
ATTORNEYS AT LAW

Laura Kalick
202.857.6464 DIRECT
202.857.6395 FAX
kalick.laura@arentfox.com

June 16, 2004

Internal Revenue Service
TE/GE T: EO: D: MA Group 7880
PO Box 13163, Room 1420
Baltimore, Maryland 21201
Attention: Mrs. T. Farr

Re: State Government Leadership Foundation, Inc.

Dear Mrs. Farr:

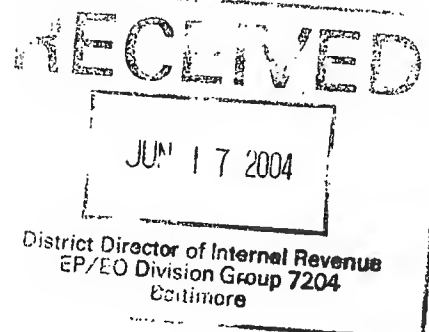
Thank you for the opportunity to provide additional information to you regarding the application for exemption (Form 1024) for the above captioned organization. This letter is in response to your letter dated May 27, 2004. We have attempted to respond to all of your questions. To the extent that information is not available at this time we have so indicated and will provide you with that information shortly. Please call me at 202-857-6464 if you have any questions. Again, thank you for your attention to this matter. Best regards.

Sincerely,



Laura Kalick

Attachment



Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
Received by: _____
Name _____
Telephone _____
Function _____
Date _____

Part 1 Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

State Government Leadership Foundation, Inc.
900 Second Street, NE,
Suite 201
Washington, DC 20002

Social security number(s)

Employer identification
number

20-0505849

Plan number (if applicable)

Daytime telephone number

202-842-4433

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

Laura Kalick
Arent Fox
1050 Connecticut Ave., NW
Washington, DC 20036

CAF No. _____

Telephone No. 202-857-6464

Fax No. 202-857-6395

Check if new: Address ☐ Telephone No. ☐ FAX No. ☐

Name and address

Scott Ward
Arent Fox
1050 Connecticut Ave., NW
Washington, DC 20036

CAF No. _____

Telephone No. 202-715-8414

Fax No. 202-847-6395

Check if new: Address ☐ Telephone No. ☐ FAX No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ FAX No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (See the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Income Tax Exemption	Form 1024	

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific uses not recorded on CAF. ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

For Privacy Act and Paperwork Reduction Notice, see page 4 of the instructions.

Form 2848 (Rev. 3-2004)

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

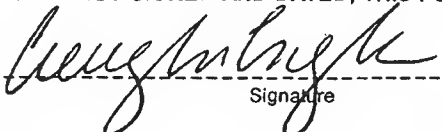
- a** If you also want the second representative listed to receive a copy of notices and communications, check this box ☒ **x**
- b** If you do not want any notices or communications sent to your representative(s), check this box ☐

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

 06/16/04 Director
 Signature Date Title (if applicable)

Craig Engle ☐ ☐ ☐ ☐ ☐
 Print Name PIN Number Print name of taxpayer from line 1 if other than individual

Signature Date Title (if applicable)

☐ ☐ ☐ ☐ ☐
 Print Name PIN Number

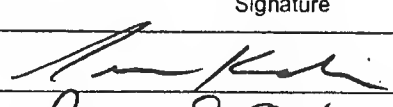
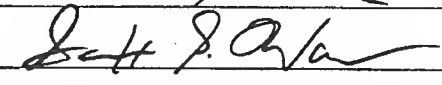
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a** Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b** Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c** Enrolled Agent - enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d** Officer - a bona fide officer of the taxpayer's organization.
 - e** Full-Time Employee - a full-time employee of the taxpayer.
 - f** Family Member - a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g** Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h** Unenrolled Return Preparer - the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 2 of the instructions.

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation - Insert above letter (a-h)	Jurisdiction (state) or identification	Signature	Date
a	DC		6/16/04
a	DC		6/16/04

**RESPONSE OF STATE GOVERNMENT LEADERSHIP
FOUNDTAION, INC.**

This Response is written in reply to an IRS letter dated May 27, 2004, regarding the above named organization. Exhibits, source documents and other supporting information are being assembled and will be provided under separate cover. Accordingly, the following information and answers can be provided today:

1. You asked that we submit a new executed Form 2848 with the tax year in section 3 blank.

Attached is a new Form 2848.

2. You asked us to describe our activities with the following particulars:

a) The purpose and nature of State Government Leadership Foundation, Inc. ("SGLF")

SGLF sponsors educational forums and research into the problems faced by State elected officials such as attorneys general and state legislators. SGLF gives these officials an opportunity to meet each other, share solutions and listen to input from business and community leaders. Problems addressed include issues facing the public, such as tort reform, medical malpractice insurance coverage, taxes, business licensing, trade and Medicaid issues. In addition SGLF's responsibilities include advocating public policy positions and legal theories before Congress and the U.S. Courts, such as writing amicus briefs on issues affecting States' rights.

b) The frequency and duration of the activities of SGLF:

SGLF holds two and three-day seminars several times a year with a variety of programs and panels. Additional material on these seminars will be provided under separate cover.

c) How, when, where and by whom the activities were or will be conducted:

SGLF national meetings are held in different regions of the nation. The meetings are typically conducted by SGLF staff and nominally "hosted" by the Attorney General in the State where the meeting is being held. He or she will speak at several panels that could include, for example, a discussion on Medicaid reform. Other elected officials provide commentary and analysis. Business leaders may speak on panels of interest to them, such as, "Emerging Regulatory Issues Facing the Auto Industry".

d) The requirements a person or organization must meet in order to participate or receive benefits from the activity.

Participation is limited to business or civic leaders who have made an agreed upon contribution to sustain SGLF programs. Participants also include State government officials.

RESPONSE OF STATE GOVERNMENT LEADERSHIP
FOUNDATION, INC.

e) The amount of any charges or fees and the basis for the amount. A full description our contribution programs and fees will be provided under separate cover.

f) What activity has the organization accomplished or will accomplish?

The SGLF has already held several seminars across the United States bringing together business, civic and association leaders with elected State officials. The SGLF has also written an amicus brief to the United States Supreme Court.

g) What percentage of the total time and effort of the organization is devoted to carrying out each activity?

This information is being assembled and will be provide under separate cover.

3. Submit copies of the information SGLF disseminates. Provide copies of transcripts from seminars and conferences.

This information, if available, is being assembled and will be provided under separate cover.

4. Explain which "state leaders" SGLF has targeted thus far.

The SGLF has recruited State attorneys general, lieutenant governors and state legislators to join SGLF programs and seminars.

5. Explain in detail how SGLF shares space and employees with the Republic State Legislative Committee, Inc. ("RSLC").

A detailed description of the space and employee time/salary allocation is being prepared and will be provided shortly.

6. Explain the connection between SGLF and the Republican State Leadership Committee, Inc.

The Republican State Leadership Committee, Inc. (RSLC) is a political organization that is exempt under IRC 527 as a political organization. RSLC is connected to SGLF.

Section 1.527-6(f) provides that an organization described in § 501(c) that is exempt under § 501(a) may, if it is consistent with its exempt status, maintain a separate segregated fund to receive contributions and make expenditures in political campaigns. The RSLC is the SGLF's separate fund.

An exempt organization such as an IRC 501(c)(4) organization may have a separately segregated account or a connected 527 organization and pay for certain administrative expenses without incurring a tax. The FEC permits a connected IRC 501(c) organization to defray with its treasury funds the administrative expenses of running a PAC (e.g., to

RESPONSE OF STATE GOVERNMENT LEADERSHIP
FOUNDATION, INC.

pay for office space, phones, salaries, utilities, supplies, bank charges, and fundraising activities). See 11 C.F.R. § 114.1(b) and 114.5(b).

7. Please provide resumes for Timothy J. Barnes, Margee Dotter and Craig Engle.

Please see attached public description of Craig Engle. Additional material is being collected and will be provided shortly.

8. Mr. Timothy Barnes controls the organization. Please resolve this issue.

The initial Board members and officeholders are temporary. After we receive approval from your office, the officers will change and a new Board will be elected.

9. Your letter stated, "You pay rent to a non-exempt entity without a lease. Please explain what portion of the entire lease is paid by your organization. Provide documentation to support your statement."

Documentation supporting this statement is being assembled and will be provided shortly.

10. You asked us to explain the substantial increase in rent and how it is reasonable.

The first year figure is based on three months of occupancy whereas the second and third year projections are based on a full year of occupancy. Therefore, we believe that the increase in rent is reasonable as it is proportional to the amount of use.

11. You asked us to explain in detail the verbal agreement between the PAC and SLGF to use space and that the explanation be signed by a principal person from the PAC.

Documentation supporting this agreement is being prepared and will be provided shortly.

12. You asked us to please explain the reference to the organization being exempt under IRC 501(c)(4) when there is not record of the organization being exempt and a determination has not been made on this case.

The Applicant initially began as an unincorporated association with articles of association pursuant to which the organization obtained a taxpayer identification number and opened a bank account. Shortly thereafter, and during the same calendar year, the organization decided to operate as a corporation and therefore incorporated. IRS issued the organization a new taxpayer identification number and the organization filed this application for exemption. Although IRC 508 requires that an IRC 501(c)(3) organization give notice to IRS of its exempt status within a certain period of time, no such requirement applies to an IRC 501(c)(4) organization. Furthermore, even if such requirement did apply, the Applicant is *applying for* exemption within such period of time. Our answer referencing the prior unincorporated organization was merely meant to provide a complete answer to the question.

RESPONSE OF STATE GOVERNMENT LEADERSHIP
FOUNDATION, INC.

13. You asked us to explain the statement "Private sector donors often utilize the organization to promote, raise and discuss policy issues of concerns to them or their members." Provide samples of "policy issues of concern".

The policy issues of concern are issues such as tort reform, medical malpractice insurance coverage, Medicaid reform and other issues effecting business and States' rights. Additional material is being collected and will be forwarded to you shortly.

14. The bylaws state that SGLF is not a membership organization. However, an attachment in the application states, "membership is available at several contribution levels". You asked us to please explain the discrepancy.

In response to your question, SGLF does not have members who have legal rights to vote or who control the organization in any way. Thus, the articles of incorporation and bylaws have no provision for members. The reference to "members" is for marketing purposes only and to assist the Applicant in having contributors who can generally be identified with the organization. In the case of SGLF as in Rev. Proc. 98-19, § 5.01, "member" is used in its broadest sense and is not limited to persons with voting rights.

15. You asked us to explain why SGLF is accepting contributions, since this is not typical of this type of organization.

SGLF is accepting contributions to further the mission of the organization. Although contributions are not deductible as charitable contributions, many 501(c)(4) organizations solicit contributions. In fact, Congress contemplated that IRC 501(c)(4) organizations and other 501(c) organizations would solicit contributions and specifically enacted section 6113 of the Internal Revenue Code that provides for disclosure of nondeductibility of contributions. SGLF will advise all donors that contributions are not tax deductible in the manner provided for in the Code.

16. You have asked us to provide the sources of the income of SGLF from contributions, such as how much and from whom. In addition you have asked for a detailed breakdown of expenditures, such as how much, to whom and for what service or purpose.

This information is being prepared and will be forwarded to you shortly.

17. You asked us to provide copies of contracts or agreements in which the organization is a party.

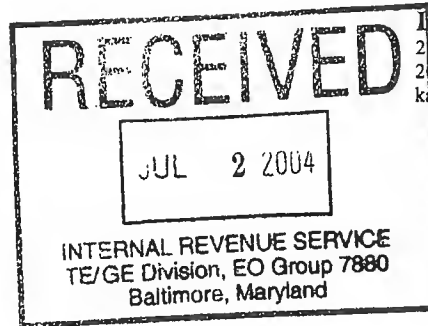
This information is being prepared and will be forwarded to you shortly.

18. You asked us to explain the allocation for consulting. Explanation?

The SGLF, like many new organization, incurred a substantial amount of legal and accounting fees in its initial year to become organized, and establishing various legal, accounting and management systems. Additionally, the SGLF spent approximately \$75,000 in legal fees to author an amicus brief before the United States Supreme Court.

July 1, 2004

Internal Revenue Service
TE/GE T: EO: D: MA Group 7880
P.O. Box 13163, Room 1420
Baltimore, MD 21201
Attn: Mrs. T. Farr



Laura Kalick
202.857.6464 DIRECT
202.857.6395 FAX
kalick.laura@arentfox.com

Dear Mrs. Farr:

Enclosed please find supplemental answers and exhibits in response to your questions regarding the SGLF. These documents demonstrate the purpose of SGLF is to educate state officials and the interested community on topical issues in an attempt to better the welfare of the business and legal communities and the operations of state government. The organization does not engage in any political activity, but rather attempts to convey its message among business leaders, the courts and elected officials.

Exhibit 1 – Answer to Question 2(b).

Attached are agendas for SGLF sponsored educational meetings and issue briefings conducted to educate public officials, SGLF members, business leaders and members of political organizations. These events were attended by SGLF members (who may or may not also be members of the political organizations), issue presenters, special guests and numerous state-elected officials. Also included are examples of SGLF task forces that occur during and after SGLF events.

Exhibit 2 – Answer to Question 2(e).

Attached is a list of task force program contribution schedules for the SGLF (and separate limits for the connected political organizations for your information). We have submitted both schedules to you to demonstrate that these are separate organizations with separate contributions and programs.

Also, the SGLF charges each attendee a \$295 conference fee to help defray the costs of SGLF conferences and forums. Participants must pay their own travel and lodging.

Exhibit 3 – Answer to Questions 3, 13.

Attached is the SGLF's primary legal project to date: an amicus brief to the United States Supreme Court. Also included again are examples of SGLF task forces that occur during SGLF events.

Internal Revenue Service
July 1, 2004
Page 2

Exhibit 4 – Answer to Questions 5, 9 and 11.

Enclosed is a statement signed by Ms. Staci Goede, a principal person, answering your questions regarding leasing, time and space allocation between the SGLF and other committees, including employee time and salaries.

Exhibit 5 – Answer to Question 7.

Enclosed are the resumes of Tim Barnes and Margee Dotter.

Exhibit 6 – Answer to Question 16.

Enclosed is a list of the sources of income to SGLF and a detailed breakdown of expenditures. This material is confidential and shall not be released to the public.

Exhibit 7 – Answer to Question 17.

Attached are contracts or agreements the SGLF has recently entered into to assist its fundraising, issue development, day-to-day management and to facilitate its conferences.

I hope you find these materials helpful and that you will call me with any questions.

Best regards,

A handwritten signature in dark ink, appearing to read 'Laura Kalick', with a stylized, flowing script.

Laura Kalick

Enclosures

STATE GOVERNMENT LEADERSHIP FOUNDATION

State Government Leadership Foundation Begins Task Force on Pharmaceuticals and Healthcare Reform

This year the State Government Leadership Foundation ("SGLF") is focusing on public policy issues of interest to RAGA members, the general public, and relevant to the increasingly active role of state attorneys general. The SGLF is a tax-exempt 501(c)(4) organization (pending) that studies policy issues of interest to its members and the public and serves as a resource for state attorneys general and state legislative leaders.

Given the explosive interest among the general public about prescription drug prices, the SGLF will put an intensive focus on the legal issues facing the pharmaceutical industry for the remainder of 2003. We see the pharmaceutical industry as a partner on public policy issues, rather than an adversary, willing to work toward healthcare solutions. Through a series of discussions, briefings, and presentations, the SGLF Pharmaceutical Task Force will serve as a critical resource in the ongoing debate over how to improve the healthcare system in America today.

The Task Force will hold a series of teleconferences and compile resources for the state attorneys general and legislative leaders, but more importantly Task Force members will meet with these state leaders for a more thorough discussion of these issues. *The first meeting of the Task Force will be held July 10, 2003, during our Regional Meeting in Chicago.* Other meetings will follow, with the work of the Task Force culminating in a full briefing and report to all of the Republican Attorneys General and state legislative leadership during the Fall National Meeting in Miami on October 19-21, 2003.

Task Force Participation: A contribution of \$50,000 to the SGLF is required to participate on the Task Force. For more information, please contact Tim Barnes at (202) 842-4433 or Chris Jankowski, Senior Policy Advisor to the SGLF, at (804) 342-6040.

The State Government Leadership Foundation (SGLF), a tax-exempt organization (pending) under Section 501(C)(4) of the Internal Revenue Code. The SGLF is dedicated to educating state officials on a wide range of public policy issues. The organization is able to accept contributions from corporations, trade associations and individuals in any amount. The Internal Revenue Service does not require contributors to the SGLF to be publicly disclosed, but these contributions are not deductible as charitable contributions for federal income tax purposes.

REPUBLICAN LEGISLATIVE CAMPAIGN COMMITTEE

2004 NATIONAL MEETING

AGENDA

Ritz-Carlton Golf Resort
2600 Tiburón Drive
Naples, FL 34109
(239) 593-2000

Friday, May 14

- 11:00 a.m. – 12:00 p.m. Early Registration
Location: Bella Vista Terrace, The Ritz-Carlton
- 1:00 p.m. – 5:30 p.m. Golf Tournament
Location: Tiburón Golf Course
- 3:00 p.m. – 5:30 p.m. General Registration
Location: Bella Vista Terrace, The Ritz-Carlton
- 6:30 p.m. – 7:30 p.m. Welcome Reception
Location: Tiburón Poolside, The Ritz-Carlton
- 8:00 p.m. Leadership and Cloak Room Dinners
This reception is for members who contribute \$15,000/\$25,000 to the RLCC.
Location: Various restaurants throughout Naples

Saturday, May 15

- 8:30 a.m. – 9:30 a.m. Political Breakfast
Location: Tiburón III, The Ritz-Carlton
- 9:45 a.m. – 10:45 a.m. Issue Briefing
"The New Medicare Prescription Drug Benefit and State Price Control Issues"
Location: Tiburón II, The Ritz-Carlton
- 11:00 a.m. – 12:00 p.m. Issue Briefing
"State Lobbying Best Practices: From a Legislator's Perspective"
Location: Tiburón II, The Ritz-Carlton
- 12:15 p.m. – 1:30 p.m. Luncheon
Location: Court of Palms, The Ritz-Carlton
- 6:00 p.m. – 7:00 p.m. Reception
Location: Foyers II & III, The Ritz-Carlton
- 7:00 p.m. – 8:30 p.m. Dinner
Location: Tiburón II & III, The Ritz-Carlton

Sunday, May 16

- 8:30 a.m. – 9:30 a.m. Continental Breakfast
Location: Cypress, The Ritz-Carlton

This event is paid for by the State Government Leadership Foundation, a 501 (c) (4) affiliate of the Republican State Leadership Committee.

THE REPUBLICAN LEGISLATIVE CAMPAIGN COMMITTEE

CORDIALLY INVITES YOU TO THE

2004 NATIONAL MEETING

WITH

Senator Dick Ackerman
State of California

Senator Jason Allen
Majority Whip, MI

Senator John Andrews
Senate President, CO

Senator Bill Aniskovich
Minority Leader Pro Tempore, CT

Representative Brian Bosma
Minority Leader, IN

Representative Larry Cafero
Deputy Minority Leader, CT

Representative Themis Klarides
Assistant Minority Leader, CT

Representative Steven Foti
Majority Leader, WI

Representative Rich Golick
House Floor Leader, GA

Delegate Morgan Griffith
Majority Leader, Virginia

Representative Tre Hargett
Republican Leader, TN

Senator Andy Harris
Minority Whip, Maryland

Representative Adam Hasner
State of Florida

Senator Jay Hottinger
Assistant President Pro Tempore, OH

Delegate Bill Howell
Speaker of the House, VA

Representative Rogers Johnson
Majority Whip, New Hampshire

Representative Jerry Keen
Minority Whip, GA

Representative Doug Mays
Speaker of the House, KS

Representative Greg Piatt
Assistant Minority Caucus Chair, OK

Senator Robert Pittenger
Campaign Committee Chairman, NC

Senator Ron Ramsey
Republican Caucus Chairman, TN

Representative Glenn Richardson
Minority Leader, Georgia

Representative Randy Richardville
Majority Floor Leader, MI

Senator Dean Skelos
Deputy Majority Leader, NY

Senator Bob Stenehjem
Majority Leader, ND

FRIDAY, MAY 14 - SUNDAY, MAY 16

THE RITZ-CARLTON GOLF RESORT
2600 TIBURÓN DRIVE
NAPLES, FLORIDA

RLCC MEMBERSHIP LEVELS:
Cloak Room Level- \$25,000+
Leadership Board Level- \$15,000
Speaker's Caucus Level- \$10,000
Advisory Board Level- \$5,000

THIS EVENT IS FOR MEMBERS ONLY.

TO RSVP, CONTACT HEATHER O'DONNELL AT (202) 464-4165 OR HODONNELL@RSLCONLINE.COM.

THIS EVENT IS PAID FOR BY THE STATE GOVERNMENT LEADERSHIP FOUNDATION, A 501 (C) (4)
AFFILIATE OF THE REPUBLICAN STATE LEADERSHIP COMMITTEE.

REPUBLICAN ATTORNEYS GENERAL ASSOCIATION 2004 SUMMER NATIONAL MEETING

MEETING AGENDA

The Fairmont Olympic Hotel
411 University Street
Seattle, Washington 98101
Phone: (206) 621-1700
Fax: (206) 682-9633

Sunday, June 13th

1:00 P.M. – 4:00 P.M.

Registration

Location: The Belvedere Room

5:00 P.M. – 6:00 P.M.

Welcome Reception

Location: The Spanish Foyer

6:30 P.M.

Roundtable Dinner

Location: Chateau Ste. Michelle

Monday, June 14th

9:00 A.M. – 10:00 A.M.

Political Update Breakfast

Location: The Garden

Speakers: Attorney General Phill Kline, Kansas & RAGA Chair
Attorney General Steve Carter, Indiana
Attorney General Wayne Stenehjem, North Dakota
Attorney General Mark Shurtleff, Utah
Tom Corbett, Attorney General Candidate - Pennsylvania

10:15 A.M. – 10:50 A.M.

Energy Issue Briefing - Part I: Pricing Issues

Location: The Metropole Room

Speakers: Attorney General Jane Brady, Delaware
Attorney General Mark Bennett, Hawaii
Attorney General Jon Bruning, Nebraska
Rayola Dougher, American Petroleum Institute

11:00 A.M. – 11:45 A.M.

Energy Issue Briefing - Part II: Clean Air Act Update

Location: The Metropole Room

Speakers: Attorney General Troy King, Alabama
Attorney General Gregg Renkes, Alaska
Attorney General Jim Petro, Ohio
Gene Trisko, Attorney at Law

REPUBLICAN ATTORNEYS GENERAL ASSOCIATION 2004 SUMMER NATIONAL MEETING

MEETING AGENDA ~ PAGE 2

Monday, June 14th Cont'd.

- 11:45 A.M. – 12:00 P.M. **RSLC Legal Reform Program Update**
Location: The Metropole Room
- 12:00 P.M. – 1:30 P.M. **Luncheon**
Location: The Garden
Speakers: Attorney General Charlie Crist, Florida
 Brad Smith, Microsoft Corporation
- 5:30 P.M. – 6:15 P.M. **RAGA Original & New Member Reception**
Location: Olympic Suite, 11th floor
- 6:15 P.M. – 7:00 P.M. **Reception**
Location: The Georgian
- 7:00 P.M. – 8:30 P.M. **Dinner**
Location: The Georgian
Speakers: Attorney General Phill Kline, Kansas & RAGA Chair
 Attorney General Larry Long, South Dakota
 Attorney General Mike Cox, Michigan
 Attorney General Henry McMaster, South Carolina

*This meeting is paid for by the State Government Leadership Foundation, a 501(c)(4) affiliate
of the Republican State Leadership Committee.*

Republican Attorneys General Association

2003 Spring National Meeting

Agenda

Monday, March 17th

8:00 A.M. – 9:00 A.M.

Registration

Location: The Crystal Room

8:15 A.M. – 8:45 A.M.

New Member Meet & Greet

Location: The Buchanan Room

Attendees: Attorney General Bill Pryor, AL
Attorney General Jane Brady, DE
Attorney General Charlie Crist, FL
Attorney General Steve Carter, IN
Attorney General Mike Cox, MI
Attorney General Brian Sandoval, NV
Attorney General Wayne Stenehjem, ND
Attorney General Mark Shurtleff, UT
Attorney General Jerry Kilgore, VA

9:00 A.M. – 9:45 A.M.

RAGA Political Breakfast

Location: The Crystal Room

Speaker: Attorney General Jerry Kilgore,
State of Virginia & RAGA Chair

10:00 A.M. – 11:00 A.M.

Food Industry Issue Briefing

Location: The Crystal Room

Speakers: Attorney General Lawrence Wasden, ID
Attorney General Jim Petro, OH
Attorney General Henry McMaster, SC
Attorney General Larry Long, SD
Susan Borra, RD,
International Food Information Council
Chip Kunde, Grocery Manufacturers of America
Robert Levy, The Cato Institute

11:15 A.M. – 12:00 P.M.

Healthcare Issue Briefing

Location: The Crystal Room

Speakers: Attorney General Phill Kline, KS
Attorney General Jon Bruning, NE
Attorney General Wayne Stenehjem, ND
Mary Ann Wagner,
National Association of Chain Drug Stores

12:30 P.M. – 1:30 P.M.

RAGA Business Luncheon

Location: The Ballroom

Luncheon Host: Attorney General Greg Abbott, TX

Confirmed Speaker: Secretary Donald Evans,
U.S. Department of Commerce

6:00 P.M.

RAGA Private Dinners

Republican Legislative Campaign Committee
Midwestern Regional Meeting
September 15, 2003
Agenda

CNA Headquarters
333 South Wabash Ave.
CNA Plaza
Chicago, IL 60695-0001
312-822-5000

4:00 – 4:40 PM

Political Briefing

Location: Rooms 209/210-North CNA Building

Speakers: Senator Stenehjem, Majority Leader, North Dakota
RLCC Chairman

Senator Frank Watson, Minority Leader, Illinois

Representative Angelo "Skip" Saviano, House Campaign Chairman, Illinois

4:50 – 5:50 PM

Issue Briefing: Insurance & Modern Market Principles

Location: Room 209/210-North CNA Building

Speakers: Senator Mike Gibbons, Majority Leader, Missouri
Representative Steven Foti, Majority Leader, Wisconsin
Karen Melchert, CNA
Bill Vainisi, Allstate Insurance
Bill McCartney, USAA

6:00 – 7:00 PM

Reception

Location: Room 44-South CNA Building

7:00 – 8:30 PM

Dinner

Location: Room 44-South CNA Building

Attending Legislators:

Senator Jeff Angelo, President Pro Tempore, Iowa

Senator Eric Bogue, Majority Leader, South Dakota

Representative Danny Carroll, Speaker Pro Tempore, Iowa

Representative Steven Foti, Majority Leader, Wisconsin

Senator Mike Gibbons, Senate Majority Leader, Missouri

Representative Todd Hiett, Minority Leader, Oklahoma

Senator Chuck Larson, Republican Party Chairman, Iowa

Representative Doug Mays, Speaker of the House, Kansas

Senator Edward Petka, Deputy Minority Leader, Illinois

Representative Greg Piatt, Oklahoma

Representative Angelo "Skip" Saviano, House Campaign Chairman, Illinois

Senator Bob Stenehjem, Majority Leader, North Dakota

Senator Frank Watson, Minority Leader, Illinois

Senator Kathleen Wojcik, Illinois

Republican Attorneys General Association

2004 Spring National Meeting

Agenda

The Willard Inter-Continental Hotel
1401 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Phone: (202) 628-9100

Sunday, March 14th

6:00 P.M. – 8:30 P.M.

RAGA Spring Gala

Location: The International Spy Museum
800 F Street, NW
Washington, DC

Monday, March 15th

8:00 A.M. – 9:00 A.M.

Registration

Location: The Ballroom Foyer, The Willard Hotel

9:00 A.M. – 10:00 A.M.

RAGA Political Breakfast

Location: The Ballroom, The Willard Hotel
Speaker: Attorney General Phill Kline, KS
RAGA Chair

10:15 A.M. – 11:00 A.M.

Working with Attorneys General:

Building Effective Partnerships Briefing

Location: The Ballroom, The Willard Hotel
Speakers: Attorney General Mike Cox, MI
Attorney General Steve Carter, IN
Attorney General Mark Shurtleff, UT

11:15 A.M. – 12:00 P.M.

Securities Regulation:

Sarbanes-Oxley and Resulting State Trends Briefing

Location: The Ballroom, The Willard Hotel
Speakers: Attorney General Jane Brady, DE
Attorney General Jon Bruning, NE
Attorney General Jim Petro, OH
William F. Ezzell, Deloitte & Touche LLP
Immediate Past Chairman, American Institute of
Certified Public Accountants
David Hirschmann, U. S. Chamber of Commerce

12:30 P.M. – 1:30 P.M.

RAGA Luncheon

Location: The Crystal Room, The Willard Hotel

7:00 P.M.

RAGA Private Dinners

Location: Premiere restaurants throughout Washington D.C.

This meeting paid for by the State Government Leadership Foundation, a 501(c)4
affiliate of the Republican State Leadership Committee.

Republican State Leadership Committee

2003 Fall National Meeting

Agenda

Loews, Miami Beach Hotel, South Beach
1601 Collins Avenue
Miami Beach, FL
Phone: (305) 604-1601
Fax: (305) 604-3999

Sunday, October 19th

- 2:00 P.M. – 5:00 P.M.** **RAGA Registration**
Location: Cowrie II, 3rd Floor, The Loews Hotel
- 5:30 P.M. – 6:00 P.M.** **Roundtable Reception**
This reception is for members contributing \$25,000 to the RAGA.
Location: Hemisphere Terrace, The Loews Hotel
- 5:30 P.M. – 7:00 P.M.** **RAGA Welcome Reception**
Location: Nautilus Terrace, The Loews Hotel
- 7:30 P.M.** **Roundtable, Committee and New Member Private Dinners**
These dinners are for members contributing \$25,000 or \$15,000 to the RAGA or attending their first National Meeting.
Location: Various restaurants throughout the city

Monday, October 20th

- 9:00 A.M. – 10:00 A.M.** **RAGA Political Breakfast**
Location: Poinciana I & II, The Loews Hotel
- 9:00 A.M. – 1:30 P.M.** **RSLC Registration**
Location: Rotunda Ballroom, The Loews Hotel
- 10:15 A.M. – 10:45 A.M.** **RAGA Legal Reform Briefing**
Location: Poinciana III & IV, The Loews Hotel
- 10:45 A.M. – 11:30 A.M.** **RAGA Current Attorneys General Roles & Responsibilities Briefing**
Location: Poinciana III & IV, The Loews Hotel
- 12:00 P.M. – 1:30 P.M.** **RAGA Luncheon**
Location: Poinciana I, The Loews Hotel

12:30 P.M.

RSLC Golf Tournament

This golf tournament is for RAGA and RLCC members.

Location: Doral Golf Resort & Spa
White Course
4400 NW 87th Avenue
Miami, Florida

6:00 P.M. – 6:30 P.M.

Roundtable and Cloak Room Member Reception

This reception is for members contributing \$25,000 to either the RAGA or the RLCC.

Location: The Upper Cabana Deck, The Loews Hotel

6:00 P.M. – 7:00 P.M.

RSLC Reception

Location: The Americana Lawn, The Loews Hotel

7:00 P.M. – 8:30 P.M.

RSLC Dinner

Location: The Americana Lawn, The Loews Hotel

Tuesday, October 21st

9:30 A.M. – 10:30 A.M.

RLCC Political Breakfast

Location: Poinciana I & II, The Loews Hotel

10:45 A.M. – 11:30 A.M.

RLCC State Budget Crises Briefing

Location: Poinciana III & IV, The Loews Hotel

11:30 A.M. – 12:15 P.M.

RLCC Privacy Issues Briefing

Location: Poinciana III & IV, The Loews Hotel

12:30 P.M. – 1:30 P.M.

RLCC Luncheon

Location: Poinciana I & II, The Loews Hotel

6:30 P.M. – 7:00 P.M.

Cloak Room and Leadership Board Reception

This reception is for members contributing \$25,000 or \$15,000 to the RLCC.

Location: The Red Room, The Shore Club
1901 Collins Avenue
Miami Beach, Florida

7:00 P.M. – 8:30 P.M.

RLCC Reception

Location: The Red Room, The Shore Club
1901 Collins Avenue
Miami Beach, Florida

This meeting is paid for by the State Government Leadership Foundation,
a 501 (c) (4) affiliate of the Republican State Leadership Committee.

Exhibits

Exhibit 1 – Answer to Question 2b.

Exhibit 2 – Answer to Question 2e.

Exhibit 3 – Answer to Questions 3, 13.

Exhibit 4 – Answer to Questions 5, 9 and 11.

Exhibit 5 – Answer to Question 7.

Exhibit 6 – Answer to Question 16.

Exhibit 7 – Answer to Question 17.

STATE GOVERNMENT LEADERSHIP FOUNDATION

State Government Leadership Foundation Begins Task Force on Pharmaceuticals and Healthcare Reform

This year the State Government Leadership Foundation ("SGLF") is focusing on public policy issues of interest to RAGA members, the general public, and relevant to the increasingly active role of state attorneys general. The SGLF is a tax-exempt 501(c)(4) organization (pending) that studies policy issues of interest to its members and the public and serves as a resource for state attorneys general and state legislative leaders.

Given the explosive interest among the general public about prescription drug prices, the SGLF will put an intensive focus on the legal issues facing the pharmaceutical industry for the remainder of 2003. We see the pharmaceutical industry as a partner on public policy issues, rather than an adversary, willing to work toward healthcare solutions. Through a series of discussions, briefings, and presentations, the SGLF Pharmaceutical Task Force will serve as a critical resource in the ongoing debate over how to improve the healthcare system in America today.

The Task Force will hold a series of teleconferences and compile resources for the state attorneys general and legislative leaders, but more importantly Task Force members will meet with these state leaders for a more thorough discussion of these issues. *The first meeting of the Task Force will be held July 10, 2003, during our Regional Meeting in Chicago.* Other meetings will follow, with the work of the Task Force culminating in a full briefing and report to all of the Republican Attorneys General and state legislative leadership during the Fall National Meeting in Miami on October 19-21, 2003.

Task Force Participation: A contribution of \$50,000 to the SGLF is required to participate on the Task Force. For more information, please contact Tim Barnes at (202) 842-4433 or Chris Jankowski, Senior Policy Advisor to the SGLF, at (804) 342-6040.

The State Government Leadership Foundation (SGLF), a tax-exempt organization (pending) under Section 501(C)(4) of the Internal Revenue Code. The SGLF is dedicated to educating state officials on a wide range of public policy issues. The organization is able to accept contributions from corporations, trade associations and individuals in any amount. The Internal Revenue Service does not require contributors to the SGLF to be publicly disclosed, but these contributions are not deductible as charitable contributions for federal income tax purposes.

STATE GOVERNMENT LEADERSHIP FOUNDATION

State Government Leadership Foundation Announces Securities Regulation Task Force

This year the State Government Leadership Foundation ("SGLF") is focusing on new public policy issues of interest to RAGA members, the general public, and relevant to the increasingly active role of state attorneys general. The SGLF is a tax-exempt 501(c)(4) organization (pending) that studies policy issues of interest to its members and the public and serves as an educational resource for state attorneys general and state legislative leaders.

Given the continued interest among state leaders in public policy issues affecting the securities industry and investors, the SGLF will put an intensive focus on securities issues this year. We see the securities industry as a partner on public policy issues, rather than an adversary, willing to work toward solutions. Through a series of discussions, briefings, and presentations by State regulators and industry leaders, the Securities Regulation Task Force will serve as a critical resource in the ongoing debate over how to improve the securities regulation system in America today.

The Task Force will hold a series of conference calls and compile resources for the state attorneys general and legislative leaders, but more importantly, the Task Force members will meet with these state leaders for a more thorough discussion of these issues. The first meeting of the Task Force will take place in conjunction with our Leadership reception in New York City on April 19, 2004.

Task Force Participation: A contribution of \$50,000 to the SGLF is required to participate on the Task Force. For more information, please contact Tim Barnes at (202) 842-4433 or Chris Jankowski, Senior Policy Advisor to the SGLF, at (804) 643-5900.

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STATE GOVERNMENT LEADERSHIP FOUNDATION

State Government Leadership Foundation Chooses Energy Issues as Focus for New Task Force

This year the State Government Leadership Foundation ("SGLF") is focusing on select public policy issues of interest to RAGA members, the general public, and relevant to the increasingly active role of state attorneys general. The SGLF is a tax-exempt 501(c)(4) organization (pending) that studies policy issues of interest to its members and the public and serves as a resource for state attorneys general and state legislative leaders.

Because the Energy legislation is stalled in Congress, the SGLF is bringing State leaders together to find state-based solutions to today's energy needs. We see the energy industry as a partner on public policy issues, rather than an adversary, willing to work toward solutions. Through a series of discussions, briefings, and presentations, the SGLF Energy Task Force will serve as a critical forum to debate and improve the energy regulatory system in America today.

The Task Force will hold a series of teleconferences and compile resources for the state attorneys general and legislative leaders. More importantly, Task Force members will meet with these state leaders for a more thorough presentation of these issues. The first meeting of the Task Force will be held during the Fall National Meeting in Miami on October 19-21, 2003.

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STATE GOVERNMENT LEADERSHIP FOUNDATION

State Government Leadership Foundation to Study Asbestos Litigation Crisis

This year the State Government Leadership Foundation (SGLF) is focusing closely on public policy issues of interest to RAGA members, the general public, and relevant to the increasingly active role of state attorneys general. The SGLF is a tax-exempt 501(c)(4) organization (pending) that studies policy issues of interest to its members and the public and serves as an educational resource for state attorneys general and state legislative leaders.

In terms of scale and cost, the asbestos crisis is one of the largest policy issues facing state and federal officials. Asbestos litigation has become a national crisis that threatens the health of the nation's economy. More than 60 companies have been forced into bankruptcy by skyrocketing asbestos claims, wiping out pensions and retirement savings for thousands of Americans. Experts estimate that the total cost of resolving asbestos claims could reach \$200 billion. Worst of all, trial lawyers are benefiting at the expense of those who are truly sick. Approximately 90 percent of asbestos claims do not involve cancer. Yet the explosion in claims - 600,000 to date - is overwhelming the existing asbestos compensation system, forcing asbestos trusts to slash payments to the truly sick to as little as five cents on the dollar.

To assist you in learning more about this issue, the SGLF is forming a Task Force comprised of private sector individuals with an interest in addressing the asbestos litigation crisis. The task force will meet on June 2, 2003, during the 2003 Summer National Meeting to begin this important dialogue. Membership on the Task Force is available to donors who contribute to the SGLF at the Leadership Roundtable level (\$50,000) or higher. Leadership Roundtable members of the SGLF will also be able to attend the entire Summer National Meeting, as well as, additional events planned later this year.

For more information regarding the SGLF Asbestos Litigation Crisis Task Force, please contact Chris Jankowski, Senior Policy Advisor to the SGLF, at (804) 342-6040 or Tim Barnes, RSLC Executive Director and President of the SGLF, at (202) 842-4433.

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STATE GOVERNMENT LEADERSHIP FOUNDATION

STATE GOVERNMENT LEADERSHIP FOUNDATION PROGRAM CONTRIBUTION LEVELS*

ANNUAL TASK FORCE PARTICIPATION:

Asbestos Task Force	\$50,000
Energy Task Force	\$50,000
Pharmaceutical and Healthcare Reform Task Force	\$50,000
Securities Regulation Task Force	\$50,000

CONFERENCE FEES:

Per Person, Per Conference	\$295
(Includes all meetings, attendee must pay own travel and lodging)	

* Other contributions may be accepted for less than full program benefits.

REPUBLICAN STATE LEADERSHIP COMMITTEE

REPUBLICAN STATE LEADERSHIP COMMITTEE **CONTRIBUTION LEVELS**

REPUBLICAN ATTORNEYS GENERAL ASSOCIATION

MEMBERSHIP LEVELS:

Roundtable	\$25,000 Annual Contribution
Committee	\$15,000 Annual Contribution
Forum	\$10,000 Annual Contribution
Caucus – One Year Only	\$5,000 Annual Contribution

REPUBLICAN LEGISLATIVE CAMPAIGN COMMITTEE

MEMBERSHIP LEVELS:

Cloak Room	\$25,000 Annual Contribution
Leadership Board	\$15,000 Annual Contribution
Speaker's Caucus	\$10,000 Annual Contribution
Advisory Board	\$5,000 Annual Contribution

REPUBLICAN LIEUTENANT GOVERNORS ASSOCIATION

MEMBERSHIP LEVELS:

Council	\$10,000 Annual Contribution
Board	\$5,000 Annual Contribution

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**IN RESPONSE TO THE INTERNAL REVENUE SERVICES QUESTIONS
FOR THE STATE GOVERNMENT LEADERSHIP FOUNDATION**

1. My name is Staci Goede. I am over the age of 18 and have personal knowledge of the operations of the State Government Leadership Foundation ("SGLF") and the Republican State Leadership Committee ("RSLC").
2. I am the Administrative Director for the SGLF and the Administrative Director for the RSLC.
3. In my capacity as Administrative Director, I am responsible for accounts payable, accounts receivable, contract approval, employee benefits, human resources, approving payroll, making rent payments and supervising the allocation of the SGLF AND RSLC resources.
4. The SGLF has hired Ms. Margee Dotter, a professional treasurer for exempt organizations, to assist me in my duties.
5. The SGLF produces conferences, develops issue task forces, solicits contributions and encourages state-elected leaders to participate in the SGLF seminars. The percentage of total time and effort the SGLF devotes to each activity is: conference production, 49%; develop issue task forces, 17%; soliciting contributions for SGLF, 17%; encouraging state-elected leaders to participate in SGLF seminars, 17%.
6. The SGLF shares space and employees with the RSLC. The Foundation and the Committee allocate these expenses based on the time spent by each person on SGLF or RSLC activities. This percentage is calculated annually based on a prediction of the activities planned and review of similar activities in prior years. For 2003, the allocation was 30%-SGLF and 70%-RSLC. For 2004, the allocation is 15%-SGLF and 85%-RSLC.
7. The SGLF and the RSLC share office space. The SGLF pays its share of space, which is determined by the amount of activity occurring in the office by each organization. This figure is calculated annually. For 2003, the SGLF paid 30% of the total rent. For 2004, the SGLF is paying 15% percent of the total rent. Therefore the rent projected on Form 1024 will be less than projected.
8. The SGLF does not rely on the RSLC to pay the direct expenses of SGLF activities (such as fundraising, conference charges and policy task forces). Similarly, the SGLF does not pay for any of the RSLC's political activities (such as making contributions to candidates). These funds and expenses are strictly segregated from one another.

I swear the above is true to the best of my personal knowledge, information and belief.

Staci Goede

Staci Goede

7/1/04

Date

DISTRICT OF COLUMBIA, ss.

I, Latasha S. Bell, a Notary Public in and for the
jurisdiction aforesaid, do hereby certify that Staci Goede
signed the foregoing instrument and did personally appear before me on the 30th day of
June, 2004 and acknowledged the same to be his/her/their act and deed.

Latasha S. Bell

Notary Public

My Commission Expires:

2/28/06

Latasha S. Bell
Notary Public
District Of Columbia
My Commission Expires
February 28, 2006

TIMOTHY J. BARNES
801 WOLFE STREET
ALEXANDRIA, VIRGINIA 22314
H (703) 684 8466

CAREER SUMMARY

Highly motivated director experienced in all areas of fundraising with excellent marketing, organizational and interpersonal skills and the ability to quickly resolve conflicts and generate solutions. Areas of expertise include:

- Design and management of fundraising campaigns
- Personal cultivation and solicitation
- Planning and coordinating events
- Direct mail and publication development
- Developing telemarketing programs

EMPLOYMENT HISTORY

REPUBLICAN STATE LEADERSHIP COMMITTEE, WASHINGTON, DC

Executive Director

June 2000 to present

- Executive Director for a republican state and local political organization with over 100 elected officials and annual budget of \$6 million. The political organization is responsible for state attorneys general, legislators and lieutenant governors.
- Coordinated political program for attorneys general since 2000. The number of attorneys general has increased 12 to 20 since 2000.
- Developed a state legislative program in 2003 that won 6 special elections and increased republican control in 2 senate and 3 house legislative chambers.

STATE GOVERNMENT LEADERSHIP FOUNDATION, WASHINGTON, DC

President

January 2003 to present

- Founder of organization dedicated to educating state officials on public policy issues
- Coordinate all forums and conferences for nationwide organization
- Developed industry task forces to promote dialogue between business and state officials

UNITED STATES CHAMBER OF COMMERCE, WASHINGTON, DC

Deputy Director of Development

January 1998 to May 2000

- Deputy Director of development program that raised \$46 million
- Supervised fundraising program for \$100,000 contributors
- Managed regional fundraising staff of 18 people

NATIONAL REPUBLICAN SENATORIAL COMMITTEE, WASHINGTON, DC

Deputy Finance Director

February 1997 to December 1998

- Deputy Director of Finance Division that raised \$76 million during 97-98 election cycle
- Increased NRSC contributor file from 90,000 to 310,000 through extensive mail, telemarketing and event fundraising plan
- Coordinated issue advocacy campaign that raised \$5.3 million during two month period
- Managed staff of 29 employees. Coordinated all marketing plans, budget goals, revenue and expenditure reports for division

REPUBLICAN NATIONAL COMMITTEE, WASHINGTON, DC

Director, Team 100

April 1993 to February 1997

- Director of \$100,000 donor program with responsibility for raising \$46 million during 95-96 election cycle
- Developed membership strategy to increase recruitment and upgrading of members through annual giving, corporate solicitation, in-kind gifts, major donor development and special events
- Established budget goals and reporting of revenues and expenditures for program

- Developed corporate sponsorship programs and enlist support from corporate community to augment income for specific events (i.e. Republican National Convention, RNC Annual Gala)
- Serve as direct liaison for members with U.S. Senate and House offices
- Supervised and evaluated staff job performance of 4 employees. Designed and implemented staff training program for Team 100

Director and Membership Director of Major Donor Program

- Responsible for concept, design and implementation of fundraising and marketing strategies for 3 major donor programs with an annual fundraising total of \$11 million
- Analyzed and synthesized existing data into new and effective marketing plans to increase revenue base. Established short and long range objectives and goals for the same.
- Managed, directed and evaluated staff of 5 to maintain constant contact with members through correspondence, telemarketing, direct mail and event fulfillment.

NATIONAL REPUBLICAN SENATORIAL COMMITTEE, WASHINGTON, DC

Deputy Director of Major Donor Program, Republican Senatorial Inner Circle January 1990 to March 1993

- Deputy Director of major donor program that annually produced over \$10 million
- Coordinated major donor telemarketing procedures based on analysis of mail packages and monthly renewals
- Assisted with direct mail and publication process
- Produced yearly, quarterly and special finance reports for collective donor program
- Coordinated national and regional events ranging from 10 to 1,500 attendees
- Personally raised over \$95,000 within 8 days in California for "Bruce Herschensohn for U.S. Senate"
- Supervised a staff of four major donor Regional Representatives

Director of Life Member Program for Major Donors Program, Republican Senatorial Inner Circle

- Raised in excess of \$1.18 million in 1992 by personal solicitations
- Increased major donor Life Membership by 297 people through prospecting, upgrading and personal solicitation
- Assisted Life Members with over 120 casework requests

Regional Representative of Major Donor Program

- Tracked and coordinated membership data for 19,000 major donor members
- Represented the NRSC as chief liaison to financial, database and mail vendors
- Produced mail counts and revenue reports of mail packages daily to Finance Director, Deputy Finance Director and Major Donor Director
- Produced weekly and monthly direct mail reports

Administrative Staff Assistant

- Coordinated mail and courier operations
- Managed office supply inventor
- Assisted in various administrative tasks

THE HONORABLE JIM LIGHTFOOT, U.S. REPRESENTATIVE, COUNCIL BLUFFS, IA

District Office Staff Assistant July 1989 to December 1989

- Coordinated media events
- Assisted in clerical work, constituent services, correspondence, casework and service academy applications
- Responsible for "Care and Share" food pantry drive

EDUCATION

CREIGHTON UNIVERSITY, OMAHA, NE

Bachelor of Science Degree

May 1989

Major: Business Communications

MARGE DOTTER-CLANCY

704 FITZHUGH WAY, ALEXANDRIA, VIRGINIA

DOTTERM@YAHOO.COM

703.684.5028

DOTTERLYDON, INC., ALEXANDRIA, VA

President, June 2001 – Present

- Provide compliance and financial services to non profit organizations.
- Establish and maintain client relationship with over thirty committees including separate segregated funds, non-federal candidates, congressional campaign committees and non-federal political committees.
- Specialize in setting up financial systems for new committees, preparing on-going disclosure reports.

2001 PRESIDENTIAL INAUGURAL COMMITTEE, INC., WASHINGTON, DC

Comptroller, December 2000 – June 2001

- Managed staff of thirty that processed, budgeted and reported over \$40 million during a forty day period.
- Created controls and systems for internal accounting operations, while also coordinating reporting and tracking with other divisions of the committee.
- Reviewed all contracts for Treasurer and oversaw the hiring and lawful termination of over 250 employees.
- Prepared books and financials for outside audit that was successfully completed within six months of the Inauguration.

AUTOMATED COMPLIANCE SERVICES, INC., ALEXANDRIA, VA

Director, December 1998 – June 2000

- Managed all operations of company that processed the receipts of seven Republican Presidential campaigns including Bush for President, Inc.
- Supervised staff of 35 that prepared over \$140 million in contributions for reporting to the Federal Election Commission and client websites.
- Submitted to the FEC over \$20 million in matching funds submissions for candidates accepting public funds.
- Co-developed the accounting system used by Bush, McCain, Dole, Quayle & Bauer campaigns during the 2000 election cycle.

NATIONAL REPUBLICAN SENATORIAL COMMITTEE, WASHINGTON, DC

Director of Accounting and Budget, March 1996-December 1998

- Responsible for financial activity of a national party committee under Senator McConnell (1997-98) and Senator D'Amato (1996)
- Supervised the disbursement of over \$80 million in each two-year cycle in compliance with Federal and state law.
- Prepared the budget and managed cash-flow in an unpredictable fundraising and political environment.
- Managed human resource functions including introduction of 401(k) plan.
- Reviewed all contracts for the NRSC for signature of executive director.

GRAMM FOR PRESIDENT, INC. WASHINGTON, DC

Comptroller, January 1995-March 1996

NATIONAL REPUBLICAN SENATORIAL COMMITTEE, WASHINGTON, DC

Treasury Staff, May 1994-January 1995

Education

JAMES MADISON UNIVERSITY, HARRISONBURG, VA

Bachelor of Science, Cum Laude, May 1991

STATE GOVERNMENT LEADERSHIP FOUNDATION

VENDOR TOTALS

INCEPTION TO MAY 31, 2004

PAYEE	PURPOSE	PAID AMOUNT
AGHAZARIAN, GREG	Travel & Meeting Expense	658.90
AIRTRAN AIRWAYS	Travel & Meeting Expense	1,131.00
ALADDIN GAMING LLC	Travel & Meeting Expense	1,500.00
ALAMO FLAGS	Travel & Meeting Expense	94.90
ALASKA AIRLINES	Travel & Meeting Expense	791.60
ALLEGIANCE	Telephone	2,079.99
AMERICA WEST	Travel & Meeting Expense	1,468.40
AMERICAN AIRLINES	Travel & Meeting Expense	2,070.70
AMERICAN EXPRESS	Bank & Credit Card Charges	298.21
AMERICAN EXPRESS	Dues & Subscriptions	103.24
AMERICAN EXPRESS	Internet Service	128.88
AMERICAN EXPRESS	Office Supplies	645.17
AMERICAN EXPRESS	Postage & Delivery	1,199.48
AMERICAN EXPRESS	Telephone	545.36
AMERICAN EXPRESS	Travel & Meeting Expense	138,966.56
AMTRAK	Travel & Meeting Expense	212.00
ANDREWS, JOHN	Travel & Meeting Expense	590.95
ANTONDESIGN	Postage & Delivery	5.25
ANTONDESIGN	Printing & Reproduction	11,063.57
APOLLO COURIER	Postage & Delivery	14.00
ARENT FOX LLP	Dues & Subscriptions	452.70
ARENT FOX LLP	Legal Fees	105,946.83
ARENT FOX LLP	Postage & Delivery	26.55
ARENT FOX LLP	Printing & Reproduction	113.10
ARENT FOX LLP	Telephone	9.25
ARENT FOX LLP	Travel & Meeting Expense	95.66
ARTEXT	Printing & Reproduction	7,031.00
ASTLEFORD, ERICA	Travel & Meeting Expense	5,778.87
AT&T WIRELESS	Telephone	613.49
B SMITHS	Travel & Meeting Expense	10,259.55
BAGIT	Travel & Meeting Expense	85.18
BALI HAI GOLF CLUB	Travel & Meeting Expense	4,720.00
BANK ONE CORP	Travel & Meeting Expense	3,976.24
BARNES, TIMOTHY J.	Telephone	104.34
BARNES, TIMOTHY J.	Travel & Meeting Expense	812.50
BCBS CAREFIRST	Health Insurance	7,724.75
BELL TRANS	Travel & Meeting Expense	175.00
BENNETT, ROBERT	Travel & Meeting Expense	436.60
BEST AGENCY	Travel & Meeting Expense	360.00
BGW DESIGN	Travel & Meeting Expense	700.00
BISTROS BIS	Travel & Meeting Expense	1,778.91
BOLEN, HOLLEY	Travel & Meeting Expense	25.14
BROILER	Travel & Meeting Expense	58.87
BRUNING, JON	Travel & Meeting Expense	130.50
BULLFEATHERS-CA	Travel & Meeting Expense	26.95
BWI AIRPORT	Travel & Meeting Expense	13.00
CAFERO, LARRY	Travel & Meeting Expense	650.50
CANNATTI, BEN	Office Supplies	7.65
CANNATTI, BEN	Postage & Delivery	33.30
CANNATTI, BEN	Telephone	71.27

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CANNATTI, BEN	Travel & Meeting Expense	1,328.25
CAP ANALYSIS CONSULTING	Policy Consulting	15,527.84
CAP ANALYSIS CONSULTING	Postage & Delivery	1.46
CAP ANALYSIS CONSULTING	Printing & Reproduction	451.01
CAP ANALYSIS CONSULTING	Travel & Meeting Expense	19.69
CHARLESTON PLACE	Travel & Meeting Expense	5,076.36
CHASE MUSIC	Travel & Meeting Expense	1,100.00
CITIGROUP BUSINESS	Travel & Meeting Expense	4,234.12
COMCAST CABLE	Internet Service	368.97
COOKIES BY DESIGN	Gifts	7.22
CORNER BAKERY	Travel & Meeting Expense	2.67
COVAD	Internet Service	359.89
COX, MIKE	Travel & Meeting Expense	771.50
CUSTOM SCOOP	Dues & Subscriptions	1,350.00
DB EXECUTIVE SERVICES	Travel & Meeting Expense	7,500.00
DELTA AIRLINES	Travel & Meeting Expense	3,356.98
DOTTERLYDON, INC.	Bookkeeping Fees	5,257.49
DOUBLE EAGLE	Telephone	1,062.19
DRINK MORE WATER	Office Supplies	54.00
EARTHLINK.NET	Internet Service	86.89
EKERN & CO	Fundraising Consulting	5,780.36
EKERN & CO	Telephone	4.93
EKERN & CO	Travel & Meeting Expense	1,564.96
ENGLE, CRAIG	Travel & Meeting Expense	127.00
ESQUIRE	Travel & Meeting Expense	11,483.97
EXPEDIA	Travel & Meeting Expense	25.00
FABER GIFTS	Travel & Meeting Expense	12.31
FAIRMONT	Travel & Meeting Expense	3,077.06
FEDEX	Postage & Delivery	327.03
FIRSTUNION	Bank & Credit Card Charges	253.53
FORBES, NEIL	Office Supplies	6.27
FORBES, NEIL	Telephone	114.76
FORBES, NEIL	Travel & Meeting Expense	31.25
FOUR SEASONS-LAS VEGAS, NEVADA	Travel & Meeting Expense	40,443.12
GALILEO	Travel & Meeting Expense	0.00
GIBSON, JOHN	Travel & Meeting Expense	435.72
GOEDE, STACI	Office Supplies	24.48
GOEDE, STACI	Travel & Meeting Expense	146.10
GOLDENSTATE CONSULTING	Policy Consulting	83,334.00
GREGORY, DAVID	Travel & Meeting Expense	2,744.30
HARGETT, TRE	Travel & Meeting Expense	80.00
HARLAND CHECKS	Printing & Reproduction	238.00
HEED, PETER	Travel & Meeting Expense	44.50
HIETT, TODD	Travel & Meeting Expense	651.50
HMS HOST	Travel & Meeting Expense	24.83
HOME DEPOT	Office Supplies	0.39
HOTELGEORGE	Travel & Meeting Expense	370.13
HYATT-CASA	Travel & Meeting Expense	1,950.40
IBT	Computer Services	21.41
INTERCONTINENTAL CENTRAL PARK SOUTH-NEW YORK CITY	Travel & Meeting Expense	10,000.00
JANKOWSKI, CHRIS	Policy Consulting	58,551.60

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JANKOWSKI, CHRIS	Travel & Meeting Expense	1,193.33
JOHNSON, ANTHONY	Telephone	59.97
KANSAS OFFICE OF ATTORNEY GENERAL	Travel & Meeting Expense	534.00
KENNEY OUTDOOR	Travel & Meeting Expense	3,000.00
KILGORE, JERRY	Travel & Meeting Expense	90.00
KINCAIDS	Travel & Meeting Expense	88.03
KINGHORN	Postage & Delivery	24.37
KINGHORN	Printing & Reproduction	37.56
KINGHORN	Occupancy	16,052.50
KIRK WHITNEY	Travel & Meeting Expense	229.93
KLINE, PHIL	Travel & Meeting Expense	422.73
LAS VEGAS LIMO	Travel & Meeting Expense	140.00
LEADERSHIP DIRECTORIES	Dues & Subscriptions	664.76
LEATHERMAN, HUGH	Travel & Meeting Expense	515.44
LEVY, ROBIN MERCER	Travel & Meeting Expense	404.50
LEVY, ROBIN MERCER	Fundraising Consulting	6,200.00
LOEWS MIAMI BEACH HOTEL	Travel & Meeting Expense	75,469.89
LOFT ELEVEN	Travel & Meeting Expense	2,500.00
LONG, LARRY	Travel & Meeting Expense	17.50
MANDALAY RESORT GROUP	Travel & Meeting Expense	1,083.65
MANSION ON TURTLE CREEK	Travel & Meeting Expense	5,712.20
MARRIOTT-DC	Travel & Meeting Expense	4,326.96
MCMASTER, HENRY	Travel & Meeting Expense	25.00
MEYER, AMY	Postage & Delivery	74.00
MEYER, AMY	Travel & Meeting Expense	443.58
MGM MIRAGE	Travel & Meeting Expense	2,406.02
MIDDAY CLUB	Travel & Meeting Expense	139.63
MS&C TECH	Computer Services	39.38
NATIONAL BEER WHOLESALERS	Travel & Meeting Expense	177.79
NELSON, S.	Travel & Meeting Expense	7.98
NORTHWEST	Travel & Meeting Expense	2,843.70
NOVA	Bank & Credit Card Charges	1,304.02
OCCIDENTAL	Travel & Meeting Expense	250.00
O'DONNELL, HEATHER	Office Supplies	3.30
O'DONNELL, HEATHER	Telephone	78.34
ODONNELL, HEATHER	Travel & Meeting Expense	456.36
ORBITZ	Travel & Meeting Expense	163.90
PAPER TRAIL	Travel & Meeting Expense	73.24
PARK PLACE ENTERTAINMENT	Travel & Meeting Expense	1,732.84
PETRO, JIM	Travel & Meeting Expense	838.00
PIATT, GREG	Travel & Meeting Expense	1,759.40
PITTENGER, ROBERT	Travel & Meeting Expense	1,292.87
PREMIERE CONFERENCING	Travel & Meeting Expense	975.41
PRESENTATION	Travel & Meeting Expense	300.00
QWEST	Internet Service	85.90
RADISSON-MN	Travel & Meeting Expense	8.42
REFLECTIONS	Travel & Meeting Expense	412.00
REPUBLICAN STATE LEADERSHIP COMMITTEE, AMY MEYER	Salaries & Wages, SGLF Share	3,284.10
REPUBLICAN STATE LEADERSHIP COMMITTEE, ANTHONY JOHNSON	Salaries & Wages, SGLF Share	29,625.00
REPUBLICAN STATE LEADERSHIP COMMITTEE, BEN CANNATTI	Salaries & Wages, SGLF Share	48,250.00
REPUBLICAN STATE LEADERSHIP COMMITTEE, ERICA ASTLEFORD	Salaries & Wages, SGLF Share	21,062.50

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REPUBLICAN STATE LEADERSHIP COMMITTEE, HEATHER O'DONNELL	Salaries & Wages, SGLF Share	9,312.50
REPUBLICAN STATE LEADERSHIP COMMITTEE, JOHN GIBSON	Salaries & Wages, SGLF Share	4,142.08
REPUBLICAN STATE LEADERSHIP COMMITTEE, NEIL FORBES	Salaries & Wages, SGLF Share	5,154.55
REPUBLICAN STATE LEADERSHIP COMMITTEE, STACI GOEDE	Salaries & Wages, SGLF Share	11,437.50
REPUBLICAN STATE LEADERSHIP COMMITTEE, TIMOTHY J. BARNES	Officer Compensation	53,000.00
REPUBLICAN STATE LEADERSHIP COMMITTEE, TRICIA GARRISON	Salaries & Wages, SGLF Share	1,855.73
REPUBLICAN STATE LEADERSHIP COMMITTEE, PAYCHEX	Payroll Taxes, SGLF Share	9,874.43
RIGHT CLICK	Website	27,843.40
RITZ-CARLTON - DETROIT, MI	Travel & Meeting Expense	6,986.28
RITZ-CARLTON - NAPLES, FL	Travel & Meeting Expense	25,066.25
ROY, CHALICE	Fundraising Consulting	7,180.82
ROY, CHALICE	Postage & Delivery	17.18
ROY, CHALICE	Travel & Meeting Expense	337.50
RUEBELL, LANA	Travel & Meeting Expense	276.50
RUTHS CHRIS	Travel & Meeting Expense	2,719.56
SCHNICK, MARY BETH	Fundraising Consulting	1,500.00
SEQUOIA	Travel & Meeting Expense	19,551.63
SHARED TECHNOLOGY	Telephone	93.75
SIDNEYS ORCHESTRA	Travel & Meeting Expense	700.00
SMITH, ADRIAN	Travel & Meeting Expense	580.00
SONTAG, DERRICK	Travel & Meeting Expense	166.88
SOUTH CAROLINA-OFFICE OF ATTORNEY GENERAL	Travel & Meeting Expense	1,692.50
SOUTHERN HIGHLANDS GOLF CLUB	Travel & Meeting Expense	2,448.00
SOUTHWEST AIRLINES	Travel & Meeting Expense	787.10
SPRINGFIELD PRINTING	Printing & Reproduction	469.33
SPRINGFIELD PRINTING	Travel & Meeting Expense	2,089.00
SPRINT	Telephone	348.83
ST. PAUL HOTEL	Travel & Meeting Expense	369.22
STAPLES	Office Supplies	186.81
STATION CASINOS	Travel & Meeting Expense	1,100.00
STENEHJEM, BOB	Travel & Meeting Expense	5,265.39
STENEHJEM, WAYNE	Travel & Meeting Expense	2,328.89
SUTTON PLACE	Gifts	20.59
TABERNA	Travel & Meeting Expense	4,095.35
TARGET	Office Supplies	2.66
TAVERO	Travel & Meeting Expense	7,194.03
TERRELL, SUZANNE	Travel & Meeting Expense	388.50
THOMPSON, JOE	Travel & Meeting Expense	680.00
TOSCA	Travel & Meeting Expense	4,506.68
TOTAL AV	Travel & Meeting Expense	380.70
UBM	Equipment Rental	91.98
UBM	Office Supplies	2.38
UBM	Printing & Reproduction	157.45
UNITED AIRLINES	Travel & Meeting Expense	1,417.99
US AIRWAYS	Travel & Meeting Expense	686.00
USPS	Postage & Delivery	249.64
UST PUBLIC AFFAIRS	Travel & Meeting Expense	8,110.50
UST PUBLIC AFFAIRS	Travel & Meeting Expense	838.80
UST PUBLIC AFFAIRS	Travel & Meeting Expense	6,271.50
VA HEALTHCARE ASSOCIATION	Contribution	4,000.00
VENETIAN CASINO RESORT LLC	Travel & Meeting Expense	13,408.43

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VIRGINIA CABLE	Computer Services	72.06
VIRGINIA CABLE	Telephone	54.00
WACHOVIA	Bank & Credit Card Charges	82.15
WASDEN, LAWRENCE	Travel & Meeting Expense	223.00
WASHINGTON PARKING	Travel & Meeting Expense	120.00
WILDGINGER	Travel & Meeting Expense	61.34
WILLARD	Travel & Meeting Expense	45,083.26
WINDWARD CONSULTING	Travel Consulting	12,750.00
YELLOW CAB	Travel & Meeting Expense	17.00
ZOLA	Travel & Meeting Expense	11,934.01

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EAR	Donor Name	Donor Address-1	Donor Address 2	Donor City	DST	Donor Zip	Amount	Type
2003	Unitemized Donor	1231 Greenway Drive	#800	Irving	TX	75038	\$300.00	Cash Contribution
2003	Unitemized Donor	1231 Greenway Drive	#800	Irving	TX	75038	\$2,200.00	Cash Contribution
2004	Unitemized Donor	310 Industrial Blvd		Conway	AR	72032	\$125.00	Cash Contribution
2003	Unitemized Donor	135 N Church Street		Spartanburg	SC	29306	\$292.00	Cash Contribution
2003	Unitemized Donor	135 N Church Street		Spartanburg	SC	29306	\$98.00	Cash Contribution
2003	Unitemized Donor	151 Farmington Avenue		Hartford	CT	06156-9132	\$392.00	Cash Contribution
2003	Unitemized Donor	151 Farmington Avenue		Hartford	CT	06156-9132	\$300.00	Cash Contribution
2003	Unitemized Donor	151 Farmington Avenue		Hartford	CT	06156-9132	\$300.00	Cash Contribution
2004	Unitemized Donor	151 Farmington Avenue		Hartford	CT	06156-9132	\$3,000.00	Cash Contribution
2003	Unitemized Donor	3667 Las Vegas Blvd S		Las Vegas	NV	89109	\$1,500.00	Non Cash Gift, Catering Summer Meeting
2003	Unitemized Donor	506 N Parkview Ave		Bexley	OH	43209	\$125.00	Cash Contribution
2003	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$292.00	Cash Contribution
2003	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$292.00	Cash Contribution
2003	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$300.00	Cash Contribution
2003	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$300.00	Cash Contribution
2004	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$3,000.00	Cash Contribution
2004	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$295.00	Cash Contribution
2003	Unitemized Donor	2775 Sanders Road		Northbrook	IL	60062-6127	\$2,500.00	Cash Contribution
2003	Unitemized Donor	7575 Fulton Street East		Ada	MI	49355	\$300.00	Cash Contribution
2004	Unitemized Donor	7575 Fulton Street East		Ada	MI	49355	\$300.00	Cash Contribution
2003	Unitemized Donor	120 Park Avenue		Ada	MI	49355	\$125.00	Cash Contribution
2003	Unitemized Donor	120 Park Avenue		New York	NY	10017-5592	\$97.00	Cash Contribution
2003	Unitemized Donor	120 Park Avenue		New York	NY	10017-5592	\$292.00	Cash Contribution
2003	Unitemized Donor	120 Park Avenue		New York	NY	10017-5592	\$300.00	Cash Contribution
2003	Unitemized Donor	120 Park Avenue		New York	NY	10017-5592	\$160.00	Cash Contribution
2003	Unitemized Donor	1300 Wilson Blvd		Arlington	VA	22209	\$97.00	Cash Contribution
2003	Unitemized Donor	101 Constitution Avenue, NE	Suite 700	Washington	DC	20001	\$292.00	Cash Contribution
2003	Unitemized Donor	101 Constitution Avenue, NE	Suite 700	Washington	DC	20001	\$292.00	Cash Contribution
2004	Unitemized Donor	101 Constitution Avenue, NE	Suite 700	Washington	DC	20001	\$292.00	Cash Contribution
2003	American Express Travel Related Se	20002 North 19th Avenue		Phoenix	AZ	85027	\$395.00	Cash Contribution
2003	American Express Travel Related Se	20002 North 19th Avenue		Phoenix	AZ	85027	\$2,500.00	Cash Contribution
2003	American Express Travel Related Se	20002 North 19th Avenue		Phoenix	AZ	85027	\$600.00	Cash Contribution
2003	American Express Travel Related Se	20002 North 19th Avenue		Phoenix	AZ	85027	\$2,500.00	Cash Contribution
2003	Unitemized Donor	400 N. Capitol Street, NW		Phoenix	AZ	85027	\$3,000.00	Cash Contribution
2003	Unitemized Donor	400 N. Capitol Street, NW		Washington	DC	20001	\$97.00	Cash Contribution
2003	Unitemized Donor	400 N. Capitol Street, NW		Washington	DC	20001	\$292.00	Cash Contribution
2003	Unitemized Donor	400 N. Capitol Street, NW		Washington	DC	20001	\$2,500.00	Cash Contribution
2003	Unitemized Donor	400 N. Capitol Street, NW		Washington	DC	20001	\$300.00	Cash Contribution
2003	Unitemized Donor	400 N. Capitol Street, NW		Washington	DC	20001	\$300.00	Cash Contribution
2004	Unitemized Donor	400 N. Capitol Street, NW		Washington	DC	20001	\$295.00	Cash Contribution
2003	Unitemized Donor	95 Columbia Street		Albany	NY	12210-2707	\$98.00	Cash Contribution
2003	American Insurance Association PAC	1130 Connecticut Avenue, NW	Suite 1000	Washington	DC	20036	\$392.00	Cash Contribution
2003	American Insurance Association PAC	1130 Connecticut Avenue, NW	Suite 1000	Washington	DC	20036	\$25,000.00	Cash Contribution
2003	American Insurance Association PAC	1130 Connecticut Avenue, NW	Suite 1000	Washington	DC	20036	\$25,000.00	Cash Contribution
2004	Unitemized Donor	1130 Connecticut Avenue, NW	Suite 1000	Washington	DC	20036	\$100.00	Cash Contribution
2003	American Tort Reform Association	1101 Connecticut Avenue, NW	Suite 400	Washington	DC	20036	\$25,000.00	Cash Contribution
2003	American Tort Reform Association	1101 Connecticut Avenue, NW	Suite 400	Washington	DC	20036	\$25,000.00	Cash Contribution

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EAR	Donor Name	Donor Address 1	Donor Address 2	Donor City	Donor Zip	Amount	Type
2004	AstraZeneca Pharmaceuticals LP	1800 Concord Pike	PO Box 15437	Wilmington	DE 19850-5437	\$5,000.00	Cash Contribution
2003	AT&T	32 Avenue of the Americas		New York	NY 10013	\$300.00	Cash Contribution
2003	AT&T	32 Avenue of the Americas		New York	NY 10013	\$300.00	Cash Contribution
2003	AT&T	32 Avenue of the Americas		New York	NY 10013	\$398.00	Cash Contribution
2003	AT&T	32 Avenue of the Americas		New York	NY 10013	\$398.00	Cash Contribution
2003	AT&T	32 Avenue of the Americas		New York	NY 10013	\$496.00	Cash Contribution
2003	AT&T	32 Avenue of the Americas		New York	NY 10013	\$5,000.00	Cash Contribution
2003	Unitemized Donor	5160 Las Vegas Blvd. South		Las Vegas	NV 89109	\$4,720.00	Non Cash Gift, Golf Fees Summer Meeting
2003	Unitemized Donor	100 North Tryon Street		Charlotte	NC 28255-0001	\$398.00	Cash Contribution
2003	Unitemized Donor	100 North Tryon Street		Charlotte	NC 28255-0001	\$398.00	Cash Contribution
2003	Bank One Corporation	111 Monument Circle	10th Floor	Indianapolis	IN 46204	\$292.00	Cash Contribution
2003	Bank One Corporation	111 Monument Circle	10th Floor	Indianapolis	IN 46204	\$7,500.00	Cash Contribution
2003	Bank One Corporation	111 Monument Circle	10th Floor	Indianapolis	IN 46204	\$2,500.00	Cash Contribution
2003	Bank One Corporation	111 Monument Circle	10th Floor	Indianapolis	IN 46204	\$392.00	Cash Contribution
2003	Bank One Corporation	111 Monument Circle	10th Floor	Indianapolis	IN 46204	\$3,976.24	Non Cash Gift, Catering Midwest Regional Meeting
2004	Unitemized Donor	111 Monument Circle	10th Floor	Indianapolis	IN 46204	\$250.00	Cash Contribution
2003	Barr Laboratories, Inc.	Two Quaker Road	Box 2900	Pomona	NY 10970-0519	\$2,500.00	Cash Contribution
2003	Barr Laboratories, Inc.	Two Quaker Road	Box 2900	Pomona	NY 10970-0519	\$2,500.00	Cash Contribution
2004	Unitemized Donor	Two Quaker Road	Box 2900	Pomona	NY 10970-0519	\$300.00	Cash Contribution
2004	Unitemized Donor	Two Quaker Road	Box 2900	Pomona	NY 10970-0519	\$300.00	Cash Contribution
2003	Unitemized Donor	One Baxter Parkway		Deerfield	IL 60015	\$97.00	Cash Contribution
2003	Unitemized Donor	One Baxter Parkway		Deerfield	IL 60015	\$97.00	Cash Contribution
2003	Unitemized Donor	One Baxter Parkway		Deerfield	IL 60015	\$300.00	Cash Contribution
2004	Unitemized Donor	One Baxter Parkway		Deerfield	IL 60015	\$125.00	Cash Contribution
2004	Unitemized Donor	One Baxter Parkway		Deerfield	IL 60015	\$125.00	Cash Contribution
2004	Unitemized Donor	One Baxter Parkway		Deerfield	IL 60015	\$125.00	Cash Contribution
2003	Unitemized Donor	1900 Industrial Road		Las Vegas	NV 89102	\$175.00	Non Cash Gift, Transportation Summer Meeting
2003	Unitemized Donor	1615 L Street, NW	Suite 1200	Washington	DC 20036-5625	\$194.00	Cash Contribution
2003	Unitemized Donor	1615 L Street, NW	Suite 1200	Washington	DC 20036-5625	\$300.00	Cash Contribution
2004	Unitemized Donor	1615 L Street, NW	Suite 1200	Washington	DC 20036-5625	\$125.00	Cash Contribution
2003	Unitemized Donor	1155 Peachtree Street, NE		Atlanta	GA 30309	\$300.00	Cash Contribution
2003	Unitemized Donor	One Thousand Beverly Way		Fort Smith	AR 72919	\$97.00	Cash Contribution
2003	Unitemized Donor	One Thousand Beverly Way		Fort Smith	AR 72919	\$292.00	Cash Contribution
2004	Unitemized Donor	One Thousand Beverly Way		Fort Smith	AR 72919	\$2,500.00	Cash Contribution
2003	Unitemized Donor	150 Federal Street		Boston	MA 02110-1726	\$292.00	Cash Contribution
2003	Unitemized Donor	150 Federal Street		Boston	MA 02110-1726	\$300.00	Cash Contribution
2003	Unitemized Donor	225 North Michigan Avenue		Chicago	IL 60601	\$97.00	Cash Contribution
2003	Blue Cross Blue Shield of Michigan	PO Box 366		Chicago	IL 60601	\$392.00	Cash Contribution
2004	Blue Cross Blue Shield of Michigan	PO Box 366		Chicago	IL 60601	\$10,000.00	Cash Contribution
2003	Unitemized Donor	1-20 East at Alpine Road		Detroit	MI 48231-0366	\$125.00	Cash Contribution
2003	Unitemized Donor	2950 Industrial Road		Detroit	MI 48231-0366	\$392.00	Cash Contribution
2004	Unitemized Donor	906 Maryland Avenue, NE		Columbia	SC 29219	\$2,500.00	Cash Contribution
2003	Unitemized Donor	4110 Fountainside Lane		Washington	DC 20002-5308	\$125.00	Cash Contribution
2003	Unitemized Donor	4110 Fountainside Lane		Fairfax	VA 22030	\$292.00	Cash Contribution
2003	Unitemized Donor	4110 Fountainside Lane		Fairfax	VA 22030	\$496.00	Cash Contribution
2003	Unitemized Donor	401 S. 4th Avenue, Suite 200	P.O. Box 35090	Louisville	KY 40232-5090	\$2,500.00	Cash Contribution
2003	Unitemized Donor	401 S. 4th Avenue, Suite 200	P.O. Box 35090	Louisville	KY 40232-5090	\$584.00	Cash Contribution
2003	Unitemized Donor	401 S. 4th Avenue, Suite 200	P.O. Box 35090	Louisville	KY 40232-5090	\$300.00	Cash Contribution
2003	Burlington Northern Santa Fe Corporation	One Santa Fe Plaza		Topeka	KS 66601	\$292.00	Cash Contribution
2003	Burlington Northern Santa Fe Corporation	One Santa Fe Plaza		Topeka	KS 66601	\$5,000.00	Cash Contribution
2003	CarMax Auto Superstores, Inc (BZ)	4900 Cox Road		Glen Allen	VA 23060	\$584.00	Cash Contribution
2003	CarMax Auto Superstores, Inc (BZ)	4900 Cox Road		Glen Allen	VA 23060	\$600.00	Cash Contribution
2003	CarMax Auto Superstores, Inc (BZ)	4900 Cox Road		Glen Allen	VA 23060	\$600.00	Cash Contribution
2003	CarMax Auto Superstores, Inc (BZ)	4900 Cox Road		Glen Allen	VA 23060	\$2,500.00	Cash Contribution
2003	CarMax Auto Superstores, Inc (BZ)	4900 Cox Road		Glen Allen	VA 23060	\$2,500.00	Cash Contribution
2003	Unitemized Donor	1600 W 7th Street		Fort Worth	TX 76102-2599	\$292.00	Cash Contribution

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EAR	Donor Name	Donor Address 1	Donor Address 2	Donor City	DST	Donor Zip	Amount	Type
2003	Unitemized Donor	1600 W 7th Street		Fort Worth	TX	76102-2599	\$496.00	Cash Contribution
2004	Unitemized Donor	1600 W 7th Street		Fort Worth	TX	76102-2599	\$125.00	Cash Contribution
2004	Unitemized Donor	1600 W 7th Street		Fort Worth	TX	76102-2599	\$455.00	Cash Contribution
2004	Unitemized Donor	1600 W 7th Street		Fort Worth	TX	76102-2599	\$295.00	Cash Contribution
2004	Unitemized Donor	1600 W 7th Street		Fort Worth	TX	76102-2599	\$295.00	Cash Contribution
2004	Unitemized Donor	10 Sylvan Way		Parsippany	NJ	07054	\$125.00	Cash Contribution
2004	Center for Energy & Economic Devel	333 John Carlyle Street	Suite 530	Alexandria	VA	22314	\$20,000.00	Cash Contribution
2004	Center for Energy & Economic Devel	333 John Carlyle Street	Suite 530	Alexandria	VA	22314	\$5,000.00	Cash Contribution
2004	Center for Energy & Economic Devel	333 John Carlyle Street	Suite 530	Alexandria	VA	22314	\$295.00	Cash Contribution
2003	Center for Energy and Economic Devel	1800 Diagonal Road	Suite 370	Alexandria	VA	22314	\$97.00	Cash Contribution
2003	Center for Energy and Economic Devel	1800 Diagonal Road	Suite 370	Alexandria	VA	22314	\$392.00	Cash Contribution
2003	Center for Energy and Economic Devel	1800 Diagonal Road	Suite 370	Alexandria	VA	22314	\$392.00	Cash Contribution
2003	Center for Energy and Economic Devel	1800 Diagonal Road	Suite 370	Alexandria	VA	22314	\$300.00	Cash Contribution
2003	Center for Energy and Economic Devel	1800 Diagonal Road	Suite 370	Alexandria	VA	22314	\$20,000.00	Cash Contribution
2003	Center for Energy and Economic Devel	1800 Diagonal Road	Suite 370	Alexandria	VA	22314	\$5,000.00	Cash Contribution
2004	CenterPoint Energy Service Compan	P.O. Box 4567	Suite 370	Alexandria	VA	22314	\$125.00	Cash Contribution
2004	Unitemized Donor	7300 Beaufort Springs Drive	Building VIII, Suite 101	Houston	TX	77210-4567	\$5,000.00	Cash Contribution
2003	Unitemized Donor	1959 River Forest Drive		Richmond	VA	23225	\$295.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 550		Manetta	GA	30068	\$295.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 550		Cleveland	TN	37364-0550	\$97.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 550		Cleveland	TN	37364-0550	\$392.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 550		Cleveland	TN	37364-0550	\$300.00	Cash Contribution
2003	Unitemized Donor	909 East Main Street		Cleveland	TN	37364-0550	\$300.00	Cash Contribution
2004	Unitemized Donor	3800 Citigroup Center Dr.	Suite 1200	Richmond	VA	23219-3095	\$125.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Citigroup Business Services	3800 Citigroup Center Dr.	G-3-4	Tampa	FL	33610	\$292.00	Cash Contribution
2003	Coast Hotels and Casinos Inc.	4500 W Tropicana Boulevard		Tampa	FL	33610	\$1,500.00	Cash Contribution
2003	Unitemized Donor	515 King Street	Suite 300	Las Vegas	NV	89103	\$3,614.12	Non Cash Gift, Catering Holiday Reception
2004	Unitemized Donor	515 King Street	Suite 300	Alexandria	VA	22314	\$300.00	Cash Contribution
2004	Unitemized Donor	515 King Street	Suite 300	Alexandria	VA	22314	\$395.00	Cash Contribution
2004	Unitemized Donor	515 King Street	Suite 300	Alexandria	VA	22314	\$395.00	Cash Contribution
2003	Unitemized Donor	600 North Dairy Ashford Road	Post Office Box 2197	Houston	TX	77252-2197	\$392.00	Cash Contribution
2003	Unitemized Donor	CNA Plaza	Suite 200	Washington	DC	20005-4905	\$295.00	Cash Contribution
2003	Unitemized Donor	CNA Plaza	Suite 200	Washington	DC	20005-4905	\$1,000.00	Cash Contribution
2003	Unitemized Donor	CNA Plaza	Suite 200	Washington	DC	20005-4905	\$300.00	Cash Contribution
2003	Unitemized Donor	CNA Plaza	Suite 200	Washington	DC	20005-4905	\$300.00	Cash Contribution
2004	Unitemized Donor	CNA Plaza	Suite 200	Washington	DC	20005-4905	\$300.00	Cash Contribution
2003	Unitemized Donor	1156 Fifteenth Street, NW	Suite 400	Washington	DC	20005	\$455.00	Cash Contribution
2003	DaimlerChrysler Corporation	1000 Chrysler Drive		Auburn Hills	MI	48326	\$294.00	Cash Contribution
2003	Unitemized Donor	4288 West Dublin-Granville Road		Dublin	OH	43017	\$50,000.00	Cash Contribution
2003	Unitemized Donor	90 W Oakley Boulevard		Las Vegas	NV	89102	\$2,500.00	Cash Contribution
2004	Unitemized Donor	750 East Main Street		Stamford	CT	06902-3845	\$555.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 1460		Montpelier	VT	05601	\$300.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 1460		Montpelier	VT	05601	\$300.00	Cash Contribution
2004	Unitemized Donor	P.O. Box 1460		Montpelier	VT	05601	\$300.00	Cash Contribution
2004	Unitemized Donor	P.O. Box 1460		Montpelier	VT	05601	\$300.00	Cash Contribution
2003	Unitemized Donor	2101 L Street, NW		Washington	DC	20037-1526	\$295.00	Cash Contribution
2004	Dickstein Shapiro Morin & Oshinsky	12101 L Street, NW		Washington	DC	20037-1526	\$60.00	Cash Contribution

NOT FOR PUBLIC RELEASE

Inception - May 31, 2004

NOT FOR PUBLIC RELEASE

AR	Donor Name	Donor Address 1	Donor Address 2	Donor City	Donor Zip	Amount	Type
003	Unitemized Donor	PO Box 13681		Philadelphia	PA 19101-3681	\$496.00	Cash Contribution
003	Unitemized Donor	PO Box 13681		Philadelphia	PA 19101-3681	\$300.00	Cash Contribution
004	Unitemized Donor	PO Box 13681		Philadelphia	PA 19101-3681	\$160.00	Cash Contribution
004	Unitemized Donor	PO Box 13681		Philadelphia	PA 19101-3681	(\$160.00)	Cash Contribution
003	Unitemized Donor	525 Gray Woods Lane		Lake Angelus	MI 48326	\$300.00	Cash Contribution
003	Unitemized Donor	220 Park	Suite 220	Birmingham	MI 48009	\$2,500.00	Cash Contribution
003	Unitemized Donor	712 Eleventh Street		Lawrenceville	IL 62439	\$292.00	Cash Contribution
003	Unitemized Donor	PO Box 11189		Tallahassee	FL 32302	\$300.00	Cash Contribution
003	Unitemized Donor	PO Box 11189		Tallahassee	FL 32302	\$300.00	Cash Contribution
003	Unitemized Donor	1010 Wisconsin Avenue, NW	Suite 900	Washington	DC 20007	\$2,500.00	Cash Contribution
003	Unitemized Donor	315 S Calhoun Street	Suite 500	Tallahassee	FL 32301-1872	\$900.00	Cash Contribution
004	Unitemized Donor	2115 Harden Boulevard		Lakeland	FL 33803-1829	\$295.00	Cash Contribution
003	Unitemized Donor	161 St. Anthony	Suite 950	St. Paul	MN 55103	\$275.00	Cash Contribution
004	Unitemized Donor	161 St. Anthony	Suite 950	St. Paul	MN 55103	\$162.00	Cash Contribution
003	Household International	1501 Feehanville Drive		Mt. Prospect	IL 60056	\$292.00	Cash Contribution
003	Household International	1501 Feehanville Drive		Mt. Prospect	IL 60056	\$5,000.00	Cash Contribution
003	Household International	1501 Feehanville Drive		Mt. Prospect	IL 60056	\$496.00	Cash Contribution
003	Unitemized Donor	1900 K Street, NW		Washington	DC 20006-1109	\$300.00	Cash Contribution
003	Unitemized Donor	1900 K Street, NW		Washington	DC 20006-1109	\$300.00	Cash Contribution
003	Unitemized Donor	1900 K Street, NW		Washington	DC 20006-1109	\$125.00	Cash Contribution
004	Unitemized Donor	1900 K Street, NW		Washington	DC 20006-1109	\$125.00	Cash Contribution
003	Unitemized Donor	PO Box 10580		Reno	NV 89510-0580	\$392.00	Cash Contribution
003	Unitemized Donor	1211 Connecticut Avenue, NW	Suite 500	Washington	DC 20036	\$97.00	Cash Contribution
004	Unitemized Donor	152 W 57th Street		New York	NY 10019	\$125.00	Cash Contribution
004	Unitemized Donor	152 W 57th Street		New York	NY 10019	\$125.00	Cash Contribution
003	Unitemized Donor	6220 Greenwich Drive		San Diego	CA 92122	\$300.00	Cash Contribution
003	Unitemized Donor	P O. Box 1449		Cedar Hill	TX 75106	\$292.00	Cash Contribution
003	Unitemized Donor	P O. Box 1449		Cedar Hill	TX 75106	\$2,500.00	Cash Contribution
003	Unitemized Donor	10008 Creekwood Trail		Davisburg	MI 48350	\$292.00	Cash Contribution
004	Unitemized Donor	2209 Arlington Terrace		Alexandria	VA 22303	\$455.00	Cash Contribution
003	Unitemized Donor	27 Logan Circle, NW	#10	Washington	DC 20005	\$97.00	Cash Contribution
003	Unitemized Donor	27 Logan Circle, NW	#10	Washington	DC 20005	\$292.00	Cash Contribution
003	Unitemized Donor	27 Logan Circle, NW	#10	Washington	DC 20005	\$300.00	Cash Contribution
003	Unitemized Donor	27 Logan Circle, NW	#10	Washington	DC 20005	\$300.00	Cash Contribution
003	Unitemized Donor	100 Jim Moran Blvd.		Deerfield Beach	FL 33442	\$292.00	Cash Contribution
003	Unitemized Donor	100 Jim Moran Blvd.		Deerfield Beach	FL 33442	\$496.00	Cash Contribution
004	Unitemized Donor	100 Jim Moran Blvd.		Deerfield Beach	FL 33442	\$125.00	Cash Contribution
003	Unitemized Donor	208 South Goosehill Road		Rocky Face	GA 30740	\$292.00	Cash Contribution
003	Unitemized Donor	208 South Goosehill Road		Rocky Face	GA 30740	\$496.00	Cash Contribution
003	Unitemized Donor	One Johnson & Johnson Plaza		New Brunswick	NJ 08933	\$97.00	Cash Contribution
003	Unitemized Donor	65 Ross Road		Alameda	CA 94502	\$292.00	Cash Contribution
003	Unitemized Donor	3773 Howard Hughes Parkway	Third Floor South	Las Vegas	NV 89109	\$292.00	Cash Contribution
004	Unitemized Donor	3773 Howard Hughes Parkway	Third Floor South	Las Vegas	NV 89109	\$60.00	Cash Contribution
003	Unitemized Donor	37 Westoak Circle		Little Rock	AR 72223	\$292.00	Cash Contribution
003	Unitemized Donor	7009 Old Stage Road		Rockville	MD 20852-4333	\$300.00	Cash Contribution
003	Unitemized Donor	3702 Balcones Drive		Austin	TX 78731	\$194.00	Cash Contribution
003	Unitemized Donor	3702 Balcones Drive		Austin	TX 78731	\$292.00	Cash Contribution
003	Unitemized Donor	3702 Balcones Drive		Austin	TX 78731	\$98.00	Cash Contribution
003	Unitemized Donor	3702 Balcones Drive		Austin	TX 78731	\$300.00	Cash Contribution
004	Unitemized Donor	3702 Balcones Drive		Austin	TX 78731	\$125.00	Cash Contribution
003	Unitemized Donor	805 Third Avenue	22nd Floor	New York	NY 10022	\$600.00	Cash Contribution
004	Unitemized Donor</						

State Government Leadership Foundation
List of Contributions, Cash Non Cash
Inception - May 31, 2004

RI	Donor Name	Donor Address 1	Donor Address 2	Donor City	DST	Donor Zip	Amount	Type
03	Unitemized Donor	3100 West Big Beaver Road		Troy	MI	48084	\$97.00	Cash Contribution
03	Unitemized Donor	3100 West Big Beaver Road		Troy	MI	48084	\$392.00	Cash Contribution
03	Unitemized Donor	3100 West Big Beaver Road		Troy	MI	48084	\$1,800.00	Cash Contribution
03	Unitemized Donor	3140 Polaris	#42	Las Vegas	NV	89102	\$2,500.00	Cash Contribution
03	Unitemized Donor	3509 Derbyshire Court		Plano	TX	75022	\$300.00	Cash Contribution
04	Unitemized Donor	PO Box 3448		Houston	TX	77253-3448	\$250.00	Cash Contribution
03	Unitemized Donor	250 Civic Center Drive	Suite 200	Columbus	OH	43215	\$600.00	Cash Contribution
03	Mandalay Resort Group	3950 Las Vegas Boulevard South		Las Vegas	NV	89119	\$10,000.00	Cash Contribution
03	Mandalay Resort Group	3950 Las Vegas Boulevard South		Las Vegas	NV	89119	\$1,083.65	Non Cash Gift, Catering Summer Meeting
03	Unitemized Donor	105 Fiddlers Elbow Road		Middle Falls	NY	12848	\$496.00	Cash Contribution
03	Unitemized Donor	16251 N. Dallas Parkway		Addison	TX	75001	\$292.00	Cash Contribution
03	Unitemized Donor	16251 N. Dallas Parkway		Addison	TX	75001	\$2,000.00	Cash Contribution
03	Unitemized Donor	16251 N. Dallas Parkway		Addison	TX	75001	\$300.00	Cash Contribution
03	Unitemized Donor	16251 N. Dallas Parkway		Addison	TX	75001	\$300.00	Cash Contribution
03	Unitemized Donor	1295 State Street		Springfield	MA	01111-0001	\$97.00	Cash Contribution
04	Unitemized Donor	11419 Sunset Hills Road		Reston	VA	20190	\$185.00	Cash Contribution
04	Unitemized Donor	11419 Sunset Hills Road		Reston	VA	20190	\$295.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$97.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$97.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$10,000.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$584.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$196.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$600.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$196.00	Cash Contribution
03	MBNA	P.O. Box 15546		Wilmington	DE	19850	\$600.00	Cash Contribution
04	Unitemized Donor	P.O. Box 15546		Wilmington	DE	19850	\$2,500.00	Cash Contribution
04	Unitemized Donor	P.O. Box 15546		Wilmington	DE	19850	\$295.00	Cash Contribution
04	Unitemized Donor	P.O. Box 15546		Wilmington	DE	19850	\$11,421.44	Cash Contribution
04	MBNA Corporation Federal Political	One James Center	901 East Cary Street	Richmond	VA	23219-4030	\$292.00	Cash Contribution
03	Unitemized Donor	One James Center	901 East Cary Street	Richmond	VA	23219-4030	\$300.00	Cash Contribution
03	Unitemized Donor	One James Center	901 East Cary Street	Richmond	VA	23219-4030	\$300.00	Cash Contribution
03	Unitemized Donor	One James Center	901 East Cary Street	Richmond	VA	23219-4030	\$300.00	Cash Contribution
04	Unitemized Donor	One James Center	901 East Cary Street	Richmond	VA	23219-4030	\$125.00	Cash Contribution
03	Unitemized Donor	One Merck Drive	PO Box 100	Richmond	VA	23219-4030	\$125.00	Cash Contribution
03	Unitemized Donor	One Merck Drive	PO Box 100	Whitehouse Station	NJ	08889-0100	\$97.00	Cash Contribution
03	Unitemized Donor	One Merck Drive	PO Box 100	Whitehouse Station	NJ	08889-0100	\$98.00	Cash Contribution
03	Unitemized Donor	One Merck Drive	PO Box 100	Whitehouse Station	NJ	08889-0100	\$292.00	Cash Contribution
04	Merck & Co., Inc.	One Merck Drive	PO Box 100	Whitehouse Station	NJ	08889-0100	\$10,000.00	Cash Contribution
04	Merck & Co., Inc.	One Merck Drive	PO Box 100	Whitehouse Station	NJ	08889-0100	\$125.00	Cash Contribution
04	Merck & Co., Inc.	One Merck Drive	PO Box 100	Whitehouse Station	NJ	08889-0100	\$5,000.00	Cash Contribution
03	MGM Mirage	3600 Las Vegas Boulevard South		Las Vegas	NV	89193	\$10,000.00	Cash Contribution
03	Unitemized Donor	100 Southeast 2nd Street	Suite 3400	Las Vegas	NV	89193	\$2,406.02	Non Cash Gift, Catering Summer Meeting
03	Unitemized Donor	One Microsoft Way		Miami	FL	33131	\$400.00	Cash Contribution
03	Unitemized Donor	One Microsoft Way		Redmond	WA	98052-6399	\$97.00	Cash Contribution
03	Unitemized Donor	One Microsoft Way		Redmond	WA	98052-6399	\$292.00	Cash Contribution
03	Unitemized Donor	One Microsoft Way		Redmond	WA	98052-6399	\$292.00	Cash Contribution
03	Unitemized Donor	One Microsoft Way		Redmond	WA	98052-6399	\$398.00	Cash Contribution
03	Unitemized Donor	One Microsoft Way		Redmond	WA	98052-6399	\$398.00	Cash Contribution
04	Unitemized Donor	One Microsoft Way		Redmond	WA	98052-6399	\$160.00	Cash Contribution
03	Unitemized Donor	800 North Lindbergh Boulevard		St Louis	MO	63167	\$97.00	Cash Contribution
03	Unitemized Donor	800 North Lindbergh Boulevard		St Louis	MO	63167	\$292.00	Cash Contribution
03	Unitemized Donor	800 North Lindbergh Boulevard		St Louis	MO	63167	\$98.00	Cash Contribution
03	Unitemized Donor	800 North Lindbergh Boulevard		St Louis	MO	63167	\$300.00	Cash Contribution
03	Unitemized Donor	15503 Ventura Boulevard		Encino	CA	91436	\$194.00	Cash Contribution
04	Unitemized Donor	15503 Ventura Boulevard		Encino	CA	91436	\$125.00	Cash Contribution
03	Mutual Benefits Corporation	200 East Broward Blvd.	10th Floor	Ft. Lauderdale	FL	33301	\$5,000.00	Cash Contribution

FOR PUBLIC DISCLOSURE

State Government Leadership Foundation
List of Contributions, Cash Non Cash
Inception - May 31, 2004

IR	Donor Name	Donor Address 1	Donor Address 2	Donor City	DSI	Donor Zip	Amount	Type
03	Unitemized Donor	413 North Lee Street		Alexandria	VA	22314	\$98.00	Cash Contribution
03	Unitemized Donor	1101 South King Street	Suite 600	Alexandria	VA	22314-2944	\$177.79	Non Cash Gift, Refreshments Fall National Meeting
03	Unitemized Donor	1819 L Street, NW	Suite 700	Washington	DC	20036	\$97.00	Cash Contribution
03	Unitemized Donor	211 North Union Street	Suite 200	Alexandria	VA	22314	\$97.00	Cash Contribution
03	Unitemized Donor	211 North Union Street	Suite 200	Alexandria	VA	22314	\$97.00	Cash Contribution
03	Unitemized Donor	1500 Rhode Island Avenue, NW	Suite 200	Alexandria	VA	22314	\$292.00	Cash Contribution
03	Unitemized Donor	1500 Rhode Island Avenue, NW		Washington	DC	20005-5597	\$125.00	Cash Contribution
03	Unitemized Donor	1200 Seventeenth Street, NW		Washington	DC	20036-3097	\$98.00	Cash Contribution
04	Unitemized Donor	325 7th Street, NW	Suite 1100	Washington	DC	20004	\$125.00	Cash Contribution
03	Unitemized Donor	Institute for Legislative Action	11250 Waples Mill Road	Fairfax	VA	22030-7400	\$97.00	Cash Contribution
03	Unitemized Donor	Institute for Legislative Action	11250 Waples Mill Road	Fairfax	VA	22030-7400	\$292.00	Cash Contribution
03	Unitemized Donor	Institute for Legislative Action	11250 Waples Mill Road	Fairfax	VA	22030-7400	\$584.00	Cash Contribution
03	Unitemized Donor	Institute for Legislative Action	11250 Waples Mill Road	Fairfax	VA	22030-7400	\$600.00	Cash Contribution
03	Unitemized Donor	One Nationwide Plaza		Columbus	OH	43215-2220	\$2,500.00	Cash Contribution
03	Unitemized Donor	800 North Brand Boulevard		Glendale	CA	91203	\$97.00	Cash Contribution
03	Unitemized Donor	800 North Brand Boulevard		Glendale	CA	91203	\$292.00	Cash Contribution
04	Unitemized Donor	57 S Crandon Blvd	#803	Key Biscayne	FL	33149	\$295.00	Cash Contribution
04	Novartis Pharmaceuticals Corporation	One Health Plaza		East Hanover	NJ	07936-1080	\$5,000.00	Cash Contribution
03	Unitemized Donor	11250 Waples Mill Road - North Tower		Fairfax	VA	22030-7400	\$97.00	Cash Contribution
03	Unitemized Donor	11250 Waples Mill Road - North Tower		Fairfax	VA	22030-7400	\$292.00	Cash Contribution
03	Unitemized Donor	11250 Waples Mill Road - North Tower		Fairfax	VA	22030-7400	\$292.00	Cash Contribution
03	Unitemized Donor	204 State Street		Fairfax	VA	22030-7400	\$292.00	Cash Contribution
03	Unitemized Donor	9450 Seward Road		Fairfield	OH	45014	\$97.00	Cash Contribution
03	Unitemized Donor	9450 Seward Road		Fairfield	OH	45014	\$300.00	Cash Contribution
03	Unitemized Donor	9450 Seward Road		Fairfield	OH	45014	\$300.00	Cash Contribution
03	Unitemized Donor	2202 N. West Shore Blvd	5th Floor	Tampa	FL	33607	\$292.00	Cash Contribution
03	Unitemized Donor	4321 W Flamingo Road		Las Vegas	NV	89103	\$1,000.00	Cash Contribution
03	Unitemized Donor	3111 S Maryland Parkway		Las Vegas	NV	89109	\$500.00	Cash Contribution
03	Park Place Entertainment	3930 Howard Hughes Parkway		Las Vegas	NV	89109	\$10,000.00	Cash Contribution
03	Park Place Entertainment	3930 Howard Hughes Parkway		Las Vegas	NV	89109	\$1,732.84	Non Cash Gift, Catering Summer Meeting
03	Unitemized Donor	408 Jasmine Street		Denver	CO	80220	\$300.00	Cash Contribution
03	Unitemized Donor	700 Anderson Hill Road		Purchase	NY	10577	\$292.00	Cash Contribution
03	Unitemized Donor	200 E. Randolph St	Suite 5100	Chicago	IL	60601	\$98.00	Cash Contribution
03	Pfizer	235 East 42nd Street		New York	NY	10017	\$97.00	Cash Contribution
03	Pfizer	235 East 42nd Street		New York	NY	10017	\$97.00	Cash Contribution
03	Pfizer	235 East 42nd Street		New York	NY	10017	\$97.00	Cash Contribution
03	Pfizer	235 East 42nd Street		New York	NY	10017	\$97.00	Cash Contribution
03	Pfizer	235 East 42nd Street		New York	NY	10017	\$97.00	Cash Contribution
03	Pfizer	235 East 42nd Street		New York	NY	10017	\$97.00	Cash Contribution
04	Unitemized Donor	1100-15th St, NW		Washington	DC	20005	\$292.00	Cash Contribution
03	Pharmaceutical Research and Manul	1100-15th St, NW		Washington	DC	20005	\$5,000.00	Cash Contribution
03	Pharmaceutical Research and Manul	1100-15th St, NW		Washington	DC	20005	\$2,500.00	Cash Contribution
03	Pharmaceutical Research and Manul	1100-15th St, NW		Washington	DC	20005	\$50,000.00	Cash Contribution
04	Unitemized Donor	1100-15th St, NW		Washington	DC	20005	\$398.00	Cash Contribution
04	Unitemized Donor	1100-15th St, NW		Washington	DC	20005	\$398.00	Cash Contribution
04	Unitemized Donor	1100-15th St, NW		Washington	DC	20005	\$160.00	Cash Contribution
03	Unitemized Donor	16th Floor	191 Peachtree Street, NE	Atlanta	GA	30303	\$97.33	Cash Contribution
03	Unitemized Donor	16th Floor	191 Peachtree Street, NE	Atlanta	GA	30303	\$97.33	Cash Contribution
03	Unitemized Donor	16th Floor	191 Peachtree Street, NE	Atlanta	GA	30303	\$97.34	Cash Contribution
03	Unitemized Donor	16th Floor	191 Peachtree Street, NE	Atlanta	GA	30303	\$300.00	Cash Contribution
04	Unitemized Donor	16th Floor	191 Peachtree Street, NE	Atlanta	GA	30303	\$125.00	Cash Contribution
04	Unitemized Donor	16th Floor	191 Peachtree Street, NE	Atlanta	GA	30303	\$295.00	Cash Contribution
03	Unitemized Donor	3120 Breckinridge Ave		Atlanta	GA	30303	\$300.00	Cash Contribution
04	Unitemized Donor	One Stamford Avenue		Atlanta	GA	30303	\$295.00	Cash Contribution
03	Unitemized Donor	P.O. Box 2955		Winston-Salem	NC	27102-2866	\$300.00	Cash Contribution
04	R.J. Reynolds Tobacco Company	P.O. Box 2955		Winston-Salem	NC	27102-2866	\$98.00	Cash Contribution
							\$2,500.00	Cash Contribution

NOT FOR PUBLIC DISCLOSURE

State Government Leadership Foundation
List of Contributions, Cash Non Cash
Inception - May 31, 2004

AR	Donor Name	Donor Address 1	Donor Address 2	Donor City	DST	Donor Zip	Amount	Type
0041	R. J. Reynolds Tobacco Company	P.O. Box 2955		Winston-Salem	NC	27102-2866	\$2,500.00	Cash Contribution
0041	R. J. Reynolds Tobacco Company	P.O. Box 2955		Winston-Salem	NC	27102-2866	\$455.00	Cash Contribution
0041	R. J. Reynolds Tobacco Company	P.O. Box 2955		Winston-Salem	NC	27102-2866	\$2,500.00	Cash Contribution
0031	Unitemized Donor	One ReniWay Place		Ene	PA	16505	\$1,500.00	Cash Contribution
0031	Unitemized Donor	5700 Tennyson Pkwy.	Suite 300	Plano	TX	75024	\$292.00	Cash Contribution
0041	Unitemized Donor	5700 Tennyson Pkwy.	Suite 300	Plano	TX	75024	\$3,000.00	Cash Contribution
0031	Unitemized Donor	2026 N Newcastle Avenue		Chicago	IL	60707-3332	\$125.00	Cash Contribution
0031	Unitemized Donor	418 Deuce Drive		Wall	NJ	07719-	\$98.00	Cash Contribution
0041	Unitemized Donor	14243 W. 84th Terrace		Lenexa	KS	66125	\$125.00	Cash Contribution
0031	Unitemized Donor	10827 Lexington Drive		Indianapolis	IN	46280	\$292.00	Cash Contribution
0031	Unitemized Donor	213 Millville Avenue		Naugatuck	CT	06770	\$98.00	Cash Contribution
0031	Unitemized Donor	3662 Ontario Road	Suite B	Keyesville	VA	23947	\$98.00	Cash Contribution
0031	Unitemized Donor	175 East Houston		San Antonio	TX	78205	\$194.00	Cash Contribution
0031	Unitemized Donor	175 East Houston		San Antonio	TX	78205	\$292.00	Cash Contribution
0031	Unitemized Donor	2000 Galloping Hill Road		Kenilworth	NJ	07033	\$300.00	Cash Contribution
0041	Unitemized Donor	2000 Galloping Hill Road		Kenilworth	NJ	07033	\$295.00	Cash Contribution
0041	Unitemized Donor	2000 Galloping Hill Road		Kenilworth	NJ	07033	\$592.50	Non Cash Gift, Gifts National Leadership Meeting
0031	Unitemized Donor	Office Account	3000 One Shell Plaza	Houston	TX	77002	\$185.00	Cash Contribution
0031	Unitemized Donor	3333 Beverly Road		Hoffman Estates	IL	60179	\$98.00	Cash Contribution
0031	Unitemized Donor	120 Broadway	Floor 35	New York	NY	10271	\$300.00	Cash Contribution
0031	Unitemized Donor	6601 Park of Commerce Boulevard		Boca Raton	FL	33487	\$600.00	Cash Contribution
0031	Unitemized Donor	860 Ridge Lake Boulevard		Memphis	TN	38120-9417	\$292.00	Cash Contribution
0031	Unitemized Donor	860 Ridge Lake Boulevard		Memphis	TN	38120-9417	\$300.00	Cash Contribution
0031	Unitemized Donor	860 Ridge Lake Boulevard		Memphis	TN	38120-9417	\$300.00	Cash Contribution
0031	Sierra Pacific Resources Nevada	6226 West Sahara Avenue		Las Vegas	NV	89146	\$5,000.00	Cash Contribution
0031	Unitemized Donor	1 Robert Trent Jones Street		Las Vegas	NV	89141	\$2,448.00	Non Cash Gift, Golf Fees Summer Meeting
0031	Unitemized Donor	P.O. Box 98510		Las Vegas	NV	89193-8510	\$2,500.00	Cash Contribution
0031	Unitemized Donor	Flintlock Ridge Office Center	11 Mile Hill Road	Newtown	CT	06470-2359	\$392.00	Cash Contribution
0031	Unitemized Donor	Flintlock Ridge Office Center	11 Mile Hill Road	Newtown	CT	06470-2359	\$300.00	Cash Contribution
0031	Unitemized Donor	Flintlock Ridge Office Center	11 Mile Hill Road	Newtown	CT	06470-2359	\$300.00	Cash Contribution
0031	State Farm Mutual Automobile Insurance	One State Farm Plaza		Bloomington	IL	61710	\$195.00	Cash Contribution
0031	State Farm Mutual Automobile Insurance	One State Farm Plaza		Bloomington	IL	61710	\$10,000.00	Cash Contribution
0031	State Farm Mutual Automobile Insurance	One State Farm Plaza		Bloomington	IL	61710	\$300.00	Cash Contribution
0031	State Farm Mutual Automobile Insurance	One State Farm Plaza		Bloomington	IL	61710	\$300.00	Cash Contribution
0031	State Farm Mutual Automobile Insurance	One State Farm Plaza		Bloomington	IL	61710	\$2,500.00	Cash Contribution
0041	Unitemized Donor	One State Farm Plaza		Bloomington	IL	61710	\$125.00	Cash Contribution
0031	Stateside Associates	2300 Clarendon Boulevard	Fourth Floor	Arlington	VA	22201-3300	\$97.00	Cash Contribution
0031	Unitemized Donor	2300 Clarendon Boulevard	Fourth Floor	Arlington	VA	22201-3300	\$600.00	Cash Contribution
0031	Unitemized Donor	2300 Clarendon Boulevard	Fourth Floor	Arlington	VA	22201-3300	\$600.00	Cash Contribution
0041	Unitemized Donor	2300 Clarendon Boulevard	Fourth Floor	Arlington	VA	22201-3300	\$455.00	Cash Contribution
0031	Station Casinos	PO Box 29525		Las Vegas	NV	89126-3525	\$10,000.00	Cash Contribution
0031	Station Casinos	PO Box 29525		Las Vegas	NV	89126-3525	\$1,100.00	Non Cash Gift, Catering Summer Meeting
0031	Unitemized Donor	209 Brookschase Lane		Richmond	VA	23233	\$97.00	Cash Contribution
0031	Swidler, Berlin, Sherif and Friedman	3000 K Street, NW	Suite 300	Washington	DC	20007-5116	\$292.00	Cash Contribution
0031	Unitemized Donor	2402 Culpeper Road		Alexandria	VA	22308	\$97.00	Cash Contribution
0031	Unitemized Donor	10780 Heidemann Road		Franktown	CO	80116	\$300.00	Cash Contribution
0031	Unitemized Donor	PO Box 308		Austin	TX	78787	\$545.00	Cash Contribution
0031	Unitemized Donor	2030 East Flamingo Road	Suite 260	Paradise Valley	NV	89119	\$292.00	Cash Contribution
0031	The Home Depot USA	2030 East Flamingo Road	Suite 260	Paradise Valley	NV	89119	\$292.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$97.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$97.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$2,000.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$89.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$2,500.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$2,500.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$300.00	Cash Contribution
0031	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$300.00	Cash Contribution

NOT FOR PUBLIC DISCLOSURE

State Government Leadership Foundation
List of Contributions, Cash Non Cash
Inception - May 31, 2004

Year	Donor Name	Donor Address 1	Donor Address 2	Donor City	DST	Donor Zip	Amount	Type
2003	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$98.00	Cash Contribution
2003	The Home Depot USA	PO Box 105715		Atlanta	GA	30348-5715	\$398.00	Cash Contribution
2003	Unitemized Donor	2110 West Main Street		Richmond	VA	23220	\$300.00	Cash Contribution
2003	Unitemized Donor	2110 West Main Street		Richmond	VA	23220	\$300.00	Cash Contribution
2003	Unitemized Donor	2110 West Main Street		Richmond	VA	23220	\$400.00	Cash Contribution
2003	Unitemized Donor	2110 West Main Street		Richmond	VA	23220	\$600.00	Cash Contribution
2003	Unitemized Donor	3944 N Hampton Drive		Powell	OH	43065	\$600.00	Cash Contribution
2003	Time Inc.	1271 Avenue of the Americas		New York	NY	10020	\$15,000.00	Cash Contribution
2003	Time Inc.	1271 Avenue of the Americas		New York	NY	10020	\$300.00	Cash Contribution
2003	Time Warner	75 Rockefeller Plaza		New York	NY	10019	\$292.00	Cash Contribution
2003	Time Warner	75 Rockefeller Plaza		New York	NY	10019	\$10,000.00	Cash Contribution
2004	Time Warner	75 Rockefeller Plaza		New York	NY	10019	\$25,000.00	Cash Contribution
2004	Unitemized Donor	815 Slaters Lane		Alexandria	VA	22314	\$250.00	Cash Contribution
2003	Unitemized Donor	7305 Pinecastle Road		Falls Church	VA	22043	\$97.00	Cash Contribution
2003	Unitemized Donor	8613 Meadow Edge Terrace		Fairfax Station	VA	22039	\$98.00	Cash Contribution
2003	Unitemized Donor	8613 Meadow Edge Terrace		Fairfax Station	VA	22039	\$300.00	Cash Contribution
2003	Unitemized Donor	8613 Meadow Edge Terrace		Fairfax Station	VA	22039	\$300.00	Cash Contribution
2004	Unitemized Donor	Nine West 57th Street	Suite 4900	New York	NY	10019	\$125.00	Cash Contribution
2003	Unitemized Donor	3801 Las Vegas Boulevard South		Las Vegas	NV	89109	\$2,500.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 1122		Richmond	VA	23218	\$300.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 1122		Richmond	VA	23218	\$300.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 1122		Richmond	VA	23218	\$300.00	Cash Contribution
2003	Unitemized Donor	P.O. Box 1122		Richmond	VA	23218	\$1,200.00	Cash Contribution
2004	Unitemized Donor	P.O. Box 1122		Richmond	VA	23218	\$125.00	Cash Contribution
2004	Unitemized Donor	P.O. Box 1122		Richmond	VA	23218	\$125.00	Cash Contribution
2003	TXU Corp	1601 Bryan Street		Dallas	TX	75201-3411	\$5,000.00	Cash Contribution
2003	TXU Corp	1601 Bryan Street		Dallas	TX	75201-3411	\$696.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$292.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$98.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$2,000.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$2,500.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$2,500.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$98.00	Cash Contribution
2003	United Services Automobile Association	9800 Fredericksburg Road		San Antonio	TX	78288	\$98.00	Cash Contribution
2003	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$292.00	Cash Contribution
2003	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$196.00	Cash Contribution
2003	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$196.00	Cash Contribution
2003	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$196.00	Cash Contribution
2003	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$6,271.50	Non Cash Gift, Airfare
2003	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$8,110.50	Non Cash Gift, Airfare Summer Meeting
2004	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$838.80	Non Cash Gift, Refreshments Fall National Meeting
2004	UST Public Affairs INC.	100 West Putnam Avenue		Greenwich	CT	06830	\$7,181.70	Non Cash Gift, Airfare National Leadership Meeting
2003	Valero Corp. Services Co.	PO Box 500		San Antonio	TX	78292-0500	\$10,000.00	Cash Contribution
2004	Valero Corp. Services Co.	PO Box 500		San Antonio	TX	78292-0500	\$10,000.00	Cash Contribution
2003	Venetian Casino Resort, LLC	3355 Las Vegas Blvd. South		Las Vegas	NV	89109	\$13,408.43	Non Cash Gift, Catering Summer Meeting
2003	Unitemized Donor	1095 Avenue of the Americas		New York	NY	10036	\$194.00	Cash Contribution
2003	Unitemized Donor	1095 Avenue of the Americas		New York	NY	10036	\$398.00	Cash Contribution
2003	Unitemized Donor	1095 Avenue of the Americas		New York	NY	10036	\$398.00	Cash Contribution
2003	Unitemized Donor	702 S.W. 8th Street		Bentonville	AR	72716	\$292.00	Cash Contribution
2004	Unitemized Donor	702 S.W. 8th Street		Bentonville	AR	72716	\$125.00	Cash Contribution
2004	Unitemized Donor	702 S.W. 8th Street		Bentonville	AR	72716	\$455.00	Cash Contribution
2003	Unitemized Donor	2960 N 2nd Street		Harrisburg	PA	17110	\$97.00	Cash Contribution
2003	Unitemized Donor	2960 N 2nd Street		Harrisburg	PA	17110	\$500.00	Cash Contribution
2004	Unitemized Donor	2009 Massachusetts Avenue		Washington	DC	20004	\$125.00	Cash Contribution
2003	Unitemized Donor	PO Box 3800		Memphis	TN	38106-3800	\$98.00	Cash Contribution
2003	Waste Management Service Center	P.O. Box 3027		Houston	TX	77253	\$97.00	Cash Contribution
2003	Waste Management Service Center	P.O. Box 3027		Houston	TX	77253	\$97.00	Cash Contribution

NOT FOR PUBLIC DISCLOSURE

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Arent Fox Kintner Plotkin & Kahn, PLLC
1050 Connecticut Avenue, NW
Washington, DC 20036-5339
Phone 202/857-6000
Fax 202/857-6395
www.arentfox.com

January 15, 2003

Craig Engle
202/775-5791
engle.craig@arentfox.com

Mr. Tim Barnes
Executive Director
Republican State Legislative Committee
900 2nd Street, N.E., Suite 201
Washington, DC 20002

Re: Engagement Agreement

Dear Tim:

This letter describes the terms on which Arent Fox Kintner Plotkin & Kahn, PLLC (the **Firm**) has agreed to provide legal services to the RSLC and related entities (the **Client**). The Firm's internal policies require us to provide you with a written statement of the terms on which the Client has engaged the Firm and on which the Firm has agreed to provide services to the Client.

Description of Engagement

The Firm has been engaged to provide legal and comptroller services to the Client regarding the establishment and maintenance of a non-federal political organization and non-profit association, and its compliance with State election laws. The scope of the Firm's engagement may be enlarged from time to time as the Client requests the Firm to perform additional services and the Firm agrees to perform additional services. No additional written agreement will be required to document these periodic changes.

Description of Basis for Compensation

Legal Fees

The Firm typically charges for legal services on the basis of the time devoted to the Client's matters by the legal personnel performing the services. In lieu of these hourly rates, the Firm agrees to charge and Client agrees to pay a monthly fixed fee of \$10,000.00 a month. Individual hourly work will only be applicable to special projects as agreed to by the Client and the creation of state law notebook fully documenting how each state's internal campaign finance laws effect the operation of political committee. I anticipate that most of the hourly work on matters for you will be performed by Scott Ward and me. My current hourly rate is \$340.00 and Mr. Ward's current hourly rate is \$195.00. Legal assistant and project assistant rates are lower. These rates may be adjusted from time to time, typically on an annual basis.

Mr. Tim Barnes
January 15, 2003
Page 2

Other Charges

In addition to fees, the Client will be responsible to reimburse the Firm for third-party costs incurred on the Client's behalf and to pay the Firm's customary charges for various services such as toll calls, travel, facsimile, central word processing, LEXIS/WESTLAW and other computer database uses, duplicating, messengers, secretarial overtime, and transcripts. In some cases, the Firm's customary charges for these services exceed the direct costs incurred by the Firm in providing these services.

Billing and Payment Procedures

The Firm's statements will be rendered periodically, typically monthly. Charges for expenses will be based on information available to the Firm at the time the statements are rendered. In appropriate cases, the statements may include estimated charges for expenses, in which event the estimates will be reconciled when final information becomes available.

The Firm's statements are payable upon receipt. The Firm expects clients to pay promptly and prompt payment is a requirement for the Firm's continued representation. If statements are not paid within 30 days after the invoice date, the Firm retains the right to charge interest on overdue amounts at the rate of 1% per month (12% Annual Percentage Rate). In the unfortunate event that the Firm is forced to incur collection costs to obtain payment, the Client also will be responsible for the collection costs, including reasonable attorneys' fees.

Under the District of Columbia Rules of Professional Conduct, amounts owed by the Firm to the Client (including retainer balances, advance payments on account of fees and expenses and intentional or inadvertent over-payment of invoices) are treated as the property of the Client and required to be held in escrow unless the Client consents to treating these amounts as indebtedness of the Firm to the Client. These amounts are not significant compared to the Firm's resources, and the Firm believes that treating such balances as unsecured obligations of the Firm involves no significant risk to the Client. The Client hereby consents to treating amounts owed by the Firm to the Client (including retainer balances, advance payments on account of fees and expenses and intentional or inadvertent overpayment of invoices) as the property of the Firm, owed to the Client, and not the separate property of the Client. Of course, in any case, if the Firm's fees and charges are less than the balance of the retainer (or any credit balance of the Client's account with the Firm) at the conclusion of the representation, the Firm will refund the balance at that time.

Mr. Tim Barnes
January 15, 2003
Page 3

Termination of Representation

Client's Right to Terminate Representation

The Client has the right to terminate the Firm's representation any time. If the Client does so, the Client will be responsible for the fees and charges incurred in connection with the Firm's representation up to the termination, including the fees and charges to transfer the work to the Client's new attorney.

Firm's Right to Terminate Representation

The Firm may also terminate its representation of the Client for any reason consistent with the rules of professional conduct, including non-payment of fees and charges.

Retention or Destruction of Records

The Firm adopts policies from time to time concerning the retention or destruction of records relating to engagements by clients. After the conclusion of the Firm's representation of the Client on any particular matter, the Firm may destroy any records as the Firm believes is appropriate. If the Client and the Firm agree that the Firm will retain records for a particular period, that agreement will supersede this general rule. If the Firm is required by applicable law to retain records for a particular period, the applicable law will supersede this general rule.

Dispute Resolution Procedures

If any dispute involving legal fees develops between the Firm and the Client, the dispute will be resolved exclusively by resorting to arbitration before the District of Columbia Bar Attorney Client Arbitration Board and neither party will seek relief from any court except to enforce the arbitration award.

If for any reason this arbitration procedure is unavailable, then the Firm and the Client agree that any litigation will be commenced only in the Superior Court of the District of Columbia and the Client consents to the exclusive jurisdiction of that court.

Governing Law

This letter agreement will be governed by the laws of the District of Columbia.

Tim, on behalf of Margee Dotter and everyone here at Arent Fox, I want to thank you for your continuing relationship with our firm. If you have any questions about this letter, please do not



Mr. Tim Barnes
January 15, 2003
Page 4

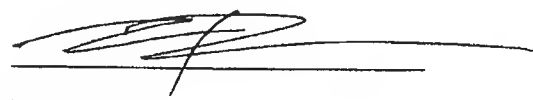
hesitate to call to discuss them before countersigning this letter. Please sign the enclosed copy of this letter and return it to me to confirm your agreement to the terms of our engagement. We appreciate your confidence in engaging us and look forward to working with you.

Best regards.

A handwritten signature in dark ink, appearing to read "Craig Engle".

Craig Engle

Agreed:

A handwritten signature in dark ink, appearing to read "Tim Barnes".

Tim Barnes
Executive Director

CAP ANALYSIS

The CapAnalysis Group, LLC
1299 Pennsylvania Avenue, NW
Washington, DC 20004-2402

202-383-7411
FAX: 202-383-6610
www.capanalysis.com

James C. Miller III
Chairman
DIRECT: 202-383-6633
millerjim@capanalysis.com

December 29, 2003

Mr. Tim Barnes
Executive Director
State Government Leadership Foundation
900 Second Street, NE
Suite 201
Washington, DC 20002

Re: Governor Warner's Proposed Tax Reform

Dear Mr. Barnes:

The purpose of this communication is to memorialize our understanding of the services you want us to provide and indicate our fees (or rates) for those services.

Our role will be to provide an analysis of the economic impact of Governor Warner's proposed tax changes on the State of Virginia's economy and to serve as an expert advisor in evaluating other plans and other impact analyses that may be forthcoming in the weeks ahead.

CapAnalysis professional services are billed on an hourly basis. The following staff levels, with associated billing rates, have been assigned to work on this matter:

<u>Level</u>	<u>Hourly Rate</u>
Chairman	\$650
Economist	\$255 - \$275
Analyst	\$120 - \$145

While it is not possible to predict with certainty, we anticipate that we will complete this assignment for a cost of between \$30,000 and \$50,000. Professional time and disbursements involved in the project are billed on a monthly basis and are due within 30 days. We will stay in touch with you every few days concerning our progress on this matter.

CapAnalysis provides only economic, financial, and regulatory consulting services. Although it is affiliated with Howrey Simon Arnold & White, CapAnalysis does not provide legal services of any kind.

Mr. Tim Barnes
December 29, 2003
Page Two

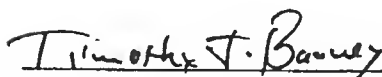


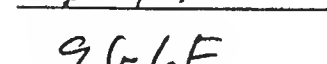
If this communication is consistent with your understanding, please execute a copy, fax it to me at (202) 383-6610, and return the signed original in the enclosed self-addressed envelope.

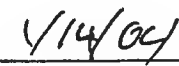
We appreciate the opportunity to work with you. If you should have any questions, please do not hesitate to contact me at (202) 383-6633.

Sincerely yours,


James C. Miller III

Agreed and accepted:


Date

AGREEMENT

This will serve as an agreement between **EKERN & COMPANY, INC.**, the **REPUBLICAN STATE LEADERSHIP COMMITTEE (RSLC)** and the **STATE GOVERNMENT LEADERSHIP FOUNDATION (SGLF)**. (RSLC and SGLF herein referred to as **CLIENT**). This contract deals solely with the **CLIENT** fundraising in 2004 calendar year. If you have any questions or concerns, please contact me at 202-842-4000.

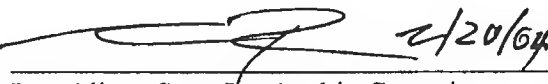
SERVICES PROVIDED

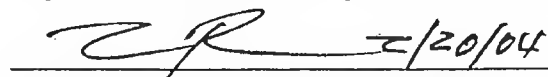
1. Ekern & Company, Inc. will work with the Republican State Leadership Committee— comprised of the Republican Attorneys General Association (RAGA) and the Republican Leadership Campaign Committee (RLCC)— and the State Government Leadership Foundation to create, manage and implement the fundraising strategy in conjunction with the Executive Directors and Finance Directors of each organization.
2. Ekern & Company, Inc. focus will include development and organization of targeted prospective donors; working with the **CLIENT** to target prospective donors, manage phone calls, solicitations and personal meetings for principals.
3. Incidental expenses--fax, blast fax, postage, courier, long distance phone calls, copying, etc., will be billed to each **CLIENT** at cost. Travel expenses will be billed to each **CLIENT** at cost.
4. **CLIENT** agrees to pay a \$10,000 monthly retainer to Ekern & Company, Inc. for the services provided. A monthly invoice will be provided to each organization.
5. A yet to be determined incentive shall be paid upon agreement by both parties.
6. Payment to Ekern & Company, Inc. for services described in Section 4 will be allocated between the RSLC and the SGLF at a set percentage yet to be determined. Payment to Ekern & Company, Inc. for services described in Section 5 will be allocated between the RSLC and the SGLF on a funds raised basis.
7. Ekern & Company, Inc. is not precluded from working for other candidates, causes and initiatives; so long as such fundraising is not in conflict with Ekern & Company's obligations under this AGREEMENT in the opinion of the Executive Director of the RSLC and SGLF.
8. The provision of services set forth commences on January 1, 2004, and ends on December 31, 2004, unless extended by both parties in writing.
9. This contract may be cancelled by either party with 30 days notice. Upon cancellation, and provided Ekern & Company, Inc. has provided required services, **CLIENT** will be obliged to pay all fees and expenses occurred through termination date.

The terms of this agreement shall commence upon signing this agreement.

ACCEPTED AND AGREED TO:


Ekern & Company, Inc. Date


Republican State Leadership Committee Date


State Government Leadership Foundation Date

ADDENDUM TO CONTRACT

ARTICLE I -- INDEMNIFICATION, LIABILITY

The Vendor shall indemnify and hold the RSLC/RAGA/RLCC/SGLF, its employees, directors, officers, affiliates, subsidiaries, members, agents, and volunteers harmless against and from any and all claims, demands, liabilities, actions, damages, costs, and expenses related thereto (including attorneys' fees, court costs, and other expenses of litigation) and all damages and liabilities of any kind or nature whatever, arising out of or attributable to the Vendors performance of this contract. The Vendor agrees that the members, officers, employees, and agents of the RSLC/RAGA/RLCC/SGLF, as well as members of RSLC/RAGA/RLCC/SGLF's Executive Committee, shall not be personally liable for any debt, liability, or obligation of RSLC/RAGA/RLCC/SGLF. The Vendor, like all persons, corporations, or other entities extending credit to, contracting with, or having any claim against RSLC/RAGA/RLCC/SGLF may only look to the funds and property of RSLC/RAGA/RLCC/SGLF for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from RSLC/RAGA/RLCC/SGLF.

ARTICLE II -- CONFIDENTIALITY AND NON-DISCLOSURE

A. **Confidential and Proprietary Information.** All matters between the Parties, including but not limited to the provisions of this Agreement; RSLC/RAGA/RLCC/SGLF mailing or donor lists; individual contribution histories; polling data; financial reports; research; solicitation materials or techniques; and any other materials or methodologies which the Vendor, or list owners if applicable, may come in contact with are, were and shall remain the proprietary and confidential property of the RSLC/RAGA/RLCC/SGLF and shall not be transferred, communicated or delivered to any third party, whether or not for compensation, without the prior express written consent of the RSLC/RAGA/RLCC/SGLF's Executive Director.

B. **Non-Disclosure.** The Vendor agrees not to communicate, directly or indirectly, with any member of the news media on behalf of, for, or about the RSLC/RAGA/RLCC/SGLF, or any candidate for State Attorney General, State Legislature or Judgeship, without the express advance consent of the RSLC/RAGA/RLCC/SGLF's Executive Director or the RSLC/RAGA/RLCC/SGLF's Communications Director.

C. **Return of Materials.** Upon the termination or expiration of this Agreement, the Vendor agrees to return to the RSLC/RAGA/RLCC/SGLF all materials, and copies thereof, obtained from the RSLC/RAGA/RLCC/SGLF, its employees or agents.

ARTICLE III -- OWNERSHIP OF MATERIALS, DAMAGES

A. **RSLC/RAGA/RLCC/SGLF Exclusive Ownership.** Absent any explicit written agreement to the contrary which has been executed between the Vendor and the RSLC/RAGA/RLCC/SGLF, signed by the RSLC/RAGA/RLCC/SGLF's Executive Director, and appended hereto, the RSLC/RAGA/RLCC/SGLF retains and reserves the rights of exclusive ownership and use of any copy, product, publication, or any facsimile thereof which may result

from the Vendor's creativity, except for pre-existing materials purchased by the vendor for the RSLC/RAGA/RLCC/SGLF. The Vendor and the RSLC/RAGA/RLCC/SGLF agree that the work described in Article I will be considered a "work for hire" for the purpose of the United States Copyright law, 17 U.S.C. § 101 *et seq.* and that, accordingly, the RSLC/RAGA/RLCC/SGLF is the owner of all copyright rights in the work. The Vendor hereby assigns any and all property and exclusive ownership rights in the Vendor's work to the RSLC/RAGA/RLCC/SGLF.

B. Authorship. The Vendor hereby warrants that it, its agents or its representatives, are the sole authors of work to be produced, developed and/or published under this Agreement, and that such work is an original work of the Vendor. The Vendor further warrants that the work to be produced or performed under this Agreement does not infringe upon any copyright, violate any right of privacy, or contain libelous material; and that the Vendor possesses full power to enter into this Agreement.

C. Donor Lists. The Vendor agrees that all RSLC/RAGA/RLCC/SGLF donor lists by whatever name they may be known, and individual contribution histories were, are, and shall remain the exclusive property of the RSLC/RAGA/RLCC/SGLF. The Vendor agrees that it does not and shall not acquire any property or ownership interest in, or rights with respect to, any RSLC/RAGA/RLCC/SGLF donor list, for any reason. The Vendor further agrees that neither it nor any of its directors, officers, employees, consultants, or agents will disclose, rent, lease, sell, encumber, or enter into joint ownership agreements concerning any list(s), file(s), information, updates, or enhancement(s) of the RSLC/RAGA/RLCC/SGLF in any form, or for the purpose, nor will they retain, duplicate, or use any of such information in any fashion or for any purpose whatsoever. The Vendor agrees that any other entity gaining access to the RSLC/RAGA/RLCC/SGLF's donor list must execute Exhibit 1, Vendor Confidentiality Agreement Regarding Lists.

D. Damages. The Vendor agrees to pay the RSLC/RAGA/RLCC/SGLF for the Vendor's breach, or threatened breach, of any part of paragraph C of this Article the sum of Fifty Thousand Dollars (\$50,000) per occurrence as liquidated damages, in addition to any other remedies the RSLC/RAGA/RLCC/SGLF may have, including equitable or injunctive relief, without requiring the RSLC/RAGA/RLCC/SGLF to show or prove it sustained actual pecuniary damages.

ARTICLE IV -- USE OF RSLC/RAGA/RLCC/SGLF NAME

The Vendor shall not use the name, insignia or any facsimile thereof of the RSLC/RAGA/RLCC/SGLF or its property, without the express written authorization of the RSLC/RAGA/RLCC/SGLF's Executive Director.

ARTICLE V -- CONFLICT

The Vendor agrees that any conflict between the language of the addendum and that of any other contract is resolvable in the favor of the terms and intent of this addendum.

ARTICLE VI -- ASSIGNMENT

- A. **Consent to Assignment.** No rights or duties under this Agreement may be assigned, delegated, or subcontracted without the prior written consent of RSLC/RAGA/RLCC/SGLF, whose consent may be withheld at the sole arbitrary discretion of RSLC/RAGA/RLCC/SGLF, and any purported assignment, delegation or subcontract made without that consent shall be void and of no effect.
- B. **Terms and Conditions.** In the event that consent is granted, the Vendor shall make all of the terms and conditions of the Agreement terms and conditions of any assignment, delegation, or subcontract.
- C. **Vendor Liability.** The granting of consent to any assignment, delegation, or subcontract shall not in any way relieve or discharge the Vendor from full responsibility for the duties and conditions of the Agreement. Vendor shall remain solely and exclusively liable for any claim of any kind made by the assignee or subcontractor. The assignee or subcontractor shall have no right to direct any claim of any kind against RSLC/RAGA/RLCC/SGLF. In the event of such a claim, the Vendor shall indemnify RSLC/RAGA/RLCC/SGLF for any expenses, including attorney's fees, incurred by RSLC/RAGA/RLCC/SGLF related to the claim.
- D. **RAGA/RLCC/SGLF Liability.** RSLC/RAGA/RLCC/SGLF shall owe no duty to or assume any liability for any assignee or subcontractor.



ARTICLE VII – NON-COORDINATION

Vendor expressly agrees and understands that its work is not to be coordinated in any way with any candidate, authorized agent of a candidate, or any candidate committee for any political office. This includes sharing information with or subcontracting with common vendors of any candidate, committee or authorized agent of a campaign or candidate or committee.

Vendor is at all times instructed to seek the legal opinion of the RLCC General Counsel to ensure its activities are in strict compliance with the non-coordination rule above.

Failure to comply with this section can lead to the voiding of any indemnity arrangements among the parties and could cause the vendor to be responsible for its own defense in any matter and may subject the vendor to counterclaim by the RSLC/RAGA or RLCC for its legal defense costs and penalties due per vendor's non-compliance.

IN WITNESS WHEREOF, the parties, acting individually or through their duly authorized officers or representatives, fully understand and execute this Agreement, in duplicate original, and agree to be bound by the terms and conditions thereof:

<p>For the RSLC/RAGA/RLCC/SGLF:</p>  <p>_____ Timothy Barnes Executive Director</p> <p><u>2/20/04</u> Date</p>	<p>For the Vendor:</p>  <p>_____ <u>2/9/04</u> Date EIN or SSN <u>52-2187936</u></p>
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A CONTRACT
Between
STATE GOVERNMENT LEADERSHIP FOUNDATION
and
GOLDEN STATE CONSULTING, INC.

ARTICLE 1
The Parties

This Contract (hereinafter "agreement") is entered into this eighth day of April, 2004, by and between State Government Leadership Foundation ("SGLF"), with its principal place of business being 900 Second Street, NE, Suite 201, Washington, DC 20002 and Golden State Consulting, 9033 Bridgewater Court, Elk Grove, CA 95814 (hereinafter "Golden State" or "Consultant").

ARTICLE 2
Purpose

WHEREAS, Golden State is known to be an expert in fundraising and governmental policy strategy in California,

WHEREAS, SGLF desires to retain Golden State for purposes of purchasing certain professional services from Golden State in regard to those matters in which Golden State is an expert,

THEREFORE, the undersigned parties enter into this agreement for the consideration set forth herein and subject to the following terms and conditions:

ARTICLE 3
Services Provided by Golden State

- 3.01 Golden State agrees to provide consulting services in calendar year 2004 to assist SGLF with fundraising and governmental policy consulting in California. Golden State's services will include: donor research, facilitating peer-to-peer solicitation calls and one-on-one meetings, organizing fundraising events, and managing donor follow-up (sending informational materials, thank you letters etc.), engaging in state governmental policy and political research, polling and other services as agreed-to between the parties for purposes of promoting SGLF's exempt purpose and its on-going interest in California state government.

- 3.02 For purposes of performance under this agreement Golden State designates Jim Richardson as the sole responsible party.

ARTICLE 4

Responsibilities and Duties of SGLF

- 4.01 SGLF agrees that for purposes of approval and/or authorization of Golden State's performance under this agreement, its duly authorized representative shall be Timothy J. Barnes for political, fundraising and policy matters and Margee Dotter for all administrative matters.
- 4.02 SGLF agrees to provide Golden State with reasonable access to whatever records, files, marketing materials, and personnel required by Golden State in the performance of this agreement.
- 4.03 SGLF agrees to remit payment to Golden State as set forth in Article 5 below.

ARTICLE 5

Financial: Fees, Expenses, Taxes

- 5.01 For performance of those consultant duties set forth in this agreement, SGLF agrees to pay Golden State as follows: \$ 16,667 (sixteen thousand, six hundred and sixty-seven dollars) a month plus the SGLF's reasonable share of consultant's overhead and operating expenses attributable to consultant's work on behalf of the SGLF.
- 5.02 Golden State agrees to submit an income and expense budget upon signing this agreement, and also submit monthly invoices for its services to SGLF's designated representative (section 4.01). SGLF agrees to remit payment within thirty (30) days of invoice submission. SGLF agrees to notify Golden State upon receipt of fundraising contributions from California solicited by consultant as soon as practicable but in any event not to exceed 5 (five) working days.
- 5.03 SGLF agrees to reimburse Golden State for reasonable travel and/or other out-of-pocket expenses without mark-up in the performance of its obligations under this agreement. Expenses include but are not limited to telephone, facsimile, printing/copies, postage, delivery, and parking. All reimbursement requests shall be submitted to SGLF's designated representative, with supporting receipts and shall be paid within 30 (thirty) days of submission.
- 5.04 As an independent contractor to SGLF, Golden State agrees to assume exclusive liability for any and all taxes, assessments, levies, or fines which may be paid or deemed owed by Golden State.

- 5.05 Only SGLF can directly contract with and pay for those fundraising expenses and other disbursements with subvendors of the consultant who Golden State recommends in writing SGLF contract with in furtherance of SGLF's exempt purpose and the purposes of this agreement. Consultant shall recommend these subvendors to SGLF but shall not contract directly with them under this agreement or promise SGLF will contract with them or guarantee any specific terms.

ARTICLE 6
Confidentiality, Other Employment

- 6.01 All matters between the parties, including the provisions of this agreement, are confidential and shall not be transferred, communicated or delivered to a third party, whether or not for compensation, without the express prior written authorization of Golden State and SGLF or as required by law.
- 6.02 The parties agree that this agreement in no way limits Golden State's ability to enter into contracts with other parties for other services not incompatible with the purpose of this agreement or the amount of time and effort SGLF expects Golden State to expend in furtherance of this agreement. Golden State agrees that it will notify SGLF of any contracts it enters into within California for consulting, fundraising and state governmental policy purposes.

ARTICLE 7
Termination

- 7.01 Parties to this agreement may terminate this contract without cause upon 30 days written notice at the addresses stated above.
- 7.02 Parties agree that should SGLF or Golden State cancel this contract as provided for in section 7.01 above, Golden State shall be paid for all fees and expenses through and including the effective date of termination (30 days from receipt of written notice) pursuant to the terms outlined in Article 5.
- 7.03 Unless otherwise terminated under Section 7.01, this agreement shall end on midnight, November 30, 2004.

ARTICLE 8

Merger

8.01 This agreement and attached vendor addendum memorialize the full terms and conditions of the agreement between the undersigned parties.

ARTICLE 9

Authority and Good Faith

9.01 The undersigned parties jointly and severally represent they have the authority to enter into this contract and bind their respective organizations, and agree to execute the terms and conditions of this agreement in good faith and to the best of their ability.

The undersigned persons have read and fully understand the foregoing and it is their intent to be bound by the terms and conditions hereof:

Golden State Consulting

by: 

EIN # 20-0912444

4/8/04
Date

State Government Leadership Foundation

by: 

Timothy J. Barnes

4/13/04
Date

ADDENDUM TO CONTRACT

ARTICLE I -- INDEMNIFICATION, LIABILITY

GOLDEN STATE (hereinafter the "Vendor") shall indemnify and hold the RSLC/RAGA/RLCC/SGLF, its employees, directors, officers, affiliates, subsidiaries, members, agents, and volunteers harmless against and from any and all claims, demands, liabilities, actions, damages, costs, and expenses related thereto (including attorneys' fees, court costs, and other expenses of litigation) and all damages and liabilities of any kind or nature whatever, arising out of or attributable to the Vendors performance of this contract. The Vendor agrees that the members, officers, employees, and agents of the RSLC/RAGA/RLCC/SGLF, as well as members of RSLC/RAGA/RLCC/SGLF's Executive Committee, shall not be personally liable for any debt, liability, or obligation of RSLC/RAGA/RLCC/SGLF. The Vendor, like all persons, corporations, or other entities extending credit to, contracting with, or having any claim against RSLC/RAGA/RLCC/SGLF may only look to the funds and property of RSLC/RAGA/RLCC/SGLF for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from RSLC/RAGA/RLCC/SGLF.

ARTICLE II -- CONFIDENTIALITY AND NON-DISCLOSURE

A. **Confidential and Proprietary Information.** All matters between the Parties, including but not limited to the provisions of this Agreement; RSLC/RAGA/RLCC/SGLF mailing or donor lists; individual contribution histories; polling data; financial reports; research; solicitation materials or techniques; and any other materials or methodologies which the Vendor, or list owners if applicable, may come in contact with are, were and shall remain the proprietary and confidential property of the RSLC/RAGA/RLCC/SGLF and shall not be transferred, communicated or delivered to any third party, whether or not for compensation, without the prior express written consent of the RSLC/RAGA/RLCC/SGLF's Executive Director.

B. **Non-Disclosure.** The Vendor agrees not to communicate, directly or indirectly, with any member of the news media on behalf of, for, or about the RSLC/RAGA/RLCC/SGLF, or any candidate for State Attorney General, State Legislature or Judgeship, without the express advance consent of the RSLC/RAGA/RLCC/SGLF's Executive Director or the RSLC/RAGA/RLCC/SGLF's Communications Director.

C. **Return of Materials.** Upon the termination or expiration of this Agreement, the Vendor agrees to return to the RSLC/RAGA/RLCC/SGLF all materials, and copies thereof, obtained from the RSLC/RAGA/RLCC/SGLF, its employees or agents.

ARTICLE III -- OWNERSHIP OF MATERIALS, DAMAGES

A. **RSLC/RAGA/RLCC/SGLF Exclusive Ownership.** Absent any explicit written agreement to the contrary which has been executed between the Vendor and the RSLC/RAGA/RLCC/SGLF, signed by the RSLC/RAGA/RLCC/SGLF's Executive Director, and appended hereto, the RSLC/RAGA/RLCC/SGLF retains and reserves the rights of exclusive ownership and use of any copy, product, publication, or any facsimile thereof which may result

from the Vendor's creativity, except for pre-existing materials purchased by the vendor for the RSLC/RAGA/RLCC/SGLF. The Vendor and the RSLC/RAGA/RLCC/SGLF agree that the work described in Article I will be considered a "work for hire" for the purpose of the United States Copyright law, 17 U.S.C. § 101 *et seq.* and that, accordingly, the RSLC/RAGA/RLCC/SGLF is the owner of all copyright rights in the work. The Vendor hereby assigns any and all property and exclusive ownership rights in the Vendor's work to the RSLC/RAGA/RLCC/SGLF.

B. Authorship. The Vendor hereby warrants that it, its agents or its representatives, are the sole authors of work to be produced, developed and/or published under this Agreement, and that such work is an original work of the Vendor. The Vendor further warrants that the work to be produced or performed under this Agreement does not infringe upon any copyright, violate any right of privacy, or contain libelous material; and that the Vendor possesses full power to enter into this Agreement.

C. Donor Lists. The Vendor agrees that all RSLC/RAGA/RLCC/SGLF donor lists by whatever name they may be known, and individual contribution histories were, are, and shall remain the exclusive property of the RSLC/RAGA/RLCC/SGLF. The Vendor agrees that it does not and shall not acquire any property or ownership interest in, or rights with respect to, any RSLC/RAGA/RLCC/SGLF donor list, for any reason. The Vendor further agrees that neither it nor any of its directors, officers, employees, consultants, or agents will disclose, rent, lease, sell, encumber, or enter into joint ownership agreements concerning any list(s), file(s), information, updates, or enhancement(s) of the RSLC/RAGA/RLCC/SGLF in any form, or for the purpose, nor will they retain, duplicate, or use any of such information in any fashion or for any purpose whatsoever. The Vendor agrees that any other entity gaining access to the RSLC/RAGA/RLCC/SGLF's donor list must execute Exhibit 1, Vendor Confidentiality Agreement Regarding Lists.

D. Damages. The Vendor agrees to pay the RSLC/RAGA/RLCC/SGLF for the Vendor's breach, or threatened breach, of any part of paragraph C of this Article the sum of Fifty Thousand Dollars (\$50,000) per occurrence as liquidated damages, in addition to any other remedies the RSLC/RAGA/RLCC/SGLF may have, including equitable or injunctive relief, without requiring the RSLC/RAGA/RLCC/SGLF to show or prove it sustained actual pecuniary damages.

ARTICLE IV -- USE OF RSLC/RAGA/RLCC/SGLF NAME

The Vendor shall not use the name, insignia or any facsimile thereof of the RSLC/RAGA/RLCC/SGLF or its property, without the express written authorization of the RSLC/RAGA/RLCC/SGLF's Executive Director.

ARTICLE V -- CONFLICT

The Vendor agrees that any conflict between the language of the addendum and that of any other contract is resolvable in the favor of the terms and intent of this addendum.

ARTICLE VI -- ASSIGNMENT

A. **Consent to Assignment.** No rights or duties under this Agreement may be assigned, delegated, or subcontracted without the prior written consent of RSLC/RAGA/RLCC/SGLF, whose consent may be withheld at the sole arbitrary discretion of RSLC/RAGA/RLCC/SGLF, and any purported assignment, delegation or subcontract made without that consent shall be void and of no effect.

B. **Terms and Conditions.** In the event that consent is granted, the Vendor shall make all of the terms and conditions of the Agreement terms and conditions of any assignment, delegation, or subcontract.

C. **Vendor Liability.** The granting of consent to any assignment, delegation, or subcontract shall not in any way relieve or discharge the Vendor from full responsibility for the duties and conditions of the Agreement. Vendor shall remain solely and exclusively liable for any claim of any kind made by the assignee or subcontractor. The assignee or subcontractor shall have no right to direct any claim of any kind against RSLC/RAGA/RLCC/SGLF. In the event of such a claim, the Vendor shall indemnify RSLC/RAGA/RLCC/SGLF for any expenses, including attorney's fees, incurred by RSLC/RAGA/RLCC/SGLF related to the claim.

D. **RAGA/RLCC/SGLF Liability.** RSLC/RAGA/RLCC/SGLF shall owe no duty to or assume any liability for any assignee or subcontractor.


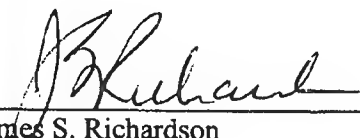
ARTICLE VII -- NON-COORDINATION

Vendor expressly agrees and understands that its work is not to be coordinated in any way with any candidate, authorized agent of a candidate, or any candidate committee for any political office. This includes sharing information with or subcontracting with common vendors of any candidate, committee or authorized agent of a campaign or candidate or committee.

Vendor is at all times instructed to seek the legal opinion of the RLCC General Counsel to ensure its activities are in strict compliance with the non-coordination rule above.

Failure to comply with this section can lead to the voiding of any indemnity arrangements among the parties and could cause the vendor to be responsible for its own defense in any matter and may subject the vendor to counterclaim by the RSLC/RAGA or RLCC for its legal defense costs and penalties due per vendor's non-compliance.

IN WITNESS WHEREOF, the parties, acting individually or through their duly authorized officers or representatives, fully understand and execute this Agreement, in duplicate original, and agree to be bound by the terms and conditions thereof:

<p>For the RSLC/RAGA/RLCC/SGLF:</p> <p></p> <p>_____ Timothy Barnes Executive Director</p> <p><u>4/13/04</u> Date</p>	<p>For the Vendor GOLDEN STATE:</p> <p></p> <p>_____ James S. Richardson</p> <p><u>4/8/04</u> Date</p> <p>EIN <u>20-0912444</u></p>
--	---

J. CHRISTOPHER JANKOWSKI, LLC

GOVERNMENT AFFAIRS

January 17, 2004

Tim Barnes
Executive Director
Republican State Leadership Committee
900 Second Street, N.E.
Suite 201
Washington, DC 20002

Re: Retainer Agreement for 2004

Dear Tim:

I am pleased to have the opportunity to perform government affairs services for the Republican State Leadership Committee and the State Government Leadership Foundation in 2004. This Agreement is entered into by and between J. Christopher Jankowski, LLC, the Republican State Leadership Committee ("RSLC") and the State Government Leadership Foundation ("SGLF").

In consideration of the mutual promises made herein, and for other consideration, the sufficiency of which the parties hereby acknowledge, the parties do hereby agree as follows:

I. RESPONSIBILITIES

J. Christopher Jankowski will serve as a Senior Policy Advisor to the RSLC and the State Government Leadership Foundation. With regard to RSLC, Jankowski will perform two thirds of the work for this committee by dividing time equally between the Republican Attorneys General Association and the Republican Legislative Campaign Committee. On behalf of both organizations, the Senior Policy Advisor will be responsible for identifying public policy issues of importance to the membership, assisting the attorneys general and legislators in developing positions on such issues, and implementing communication plans on public policy issues. The remaining third of the work of a similar nature will be performed for the State Government Leadership Foundation.

Tim Barnes
February 10, 2004
Page 2 of 3

Specific duties for the Senior Policy Advisor will include planning policy forums, soliciting private sector support for policy forums, developing strategic policy positions for both organizations, and preparing summary materials. The Senior Policy Advisor will report to the Executive Director of the RSLC and the Executive Director of the State Government Leadership Foundation (SGLF).

J. Christopher Jankowski will also engage in fundraising for the SGLF and RSLC as directed by and with the approval of Tim Barnes. Regular updates will be provided to Tim Barnes and target donors will be identified prior to solicitation, for purposes of crediting J. Christopher Jankowski with soliciting funds received by the SGLF or the RSLC.

II. COMPENSATION

RSLC and SGLF will compensate J. Christopher Jankowski at the total rate of \$9,500.00 per month, including reasonable expenses related to performance of this Agreement. However, J. Christopher Jankowski shall obtain approval from the RSLC prior to incurring such expenses on behalf of the RSLC.

SGLF and RSLC will compensate J. Christopher Jankowski at the rate of ten percent of all funds raised. Any funds solicited by J. Christopher Jankowski from an existing client of JCI, LLC shall be excluded from this Agreement. Compensation is due at the end of the month in which the SGLF or RSLC received the funds solicited under this Agreement.

III. BILLING

A monthly invoice will be presented on the first day of each month and payable that same month. Every invoice shall include:

- A. The period of time for which the statement is rendered;
- B. A brief description of the services rendered; and
- C. The total due for the billing period.

IV. TERMINATION

The term of this Agreement shall run from January 1, 2004 through December 31, 2004. Either party may cancel this Agreement by giving thirty (30) days written notice ("notice period") of their intent to cancel to the other party. In the event of cancellation, compensation shall be paid through the notice period.

V. ENTIRE AGREEMENT

Tim Barnes
February 10, 2004
Page 3 of 3

This writing contains the entire Agreement of the parties. Any amendments to this Agreement must be in writing and signed by the party against whom enforcement may be sought.

Please acknowledge below your acceptance of the terms of this Agreement. Should you have any questions concerning this correspondence, please do not hesitate to contact me.


Sincerely,



J. Christopher Jankowski

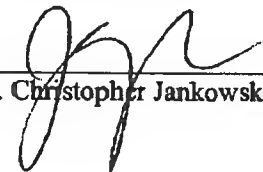
AGREED AND APPROVED:

REPUBLICAN STATE LEADERSHIP COMMITTEE &
STATE GOVERNMENT LEADERSHIP FOUNDATION

By: 
Tim Barnes, Executive Director

Date: 3/1/04

J. CHRISTOPHER JANKOWSKI, LLC

By: 
J. Christopher Jankowski

Date: 2/15/04

ADDENDUM TO CONTRACT

ARTICLE I -- INDEMNIFICATION, LIABILITY

The Vendor shall indemnify and hold the RSLC/RAGA/RLCC/SGLF, its employees, directors, officers, affiliates, subsidiaries, members, agents, and volunteers harmless against and from any and all claims, demands, liabilities, actions, damages, costs, and expenses related thereto (including attorneys' fees, court costs, and other expenses of litigation) and all damages and liabilities of any kind or nature whatever, arising out of or attributable to the Vendors performance of this contract. The Vendor agrees that the members, officers, employees, and agents of the RSLC/RAGA/RLCC/SGLF, as well as members of RSLC/RAGA/RLCC/SGLF's Executive Committee, shall not be personally liable for any debt, liability, or obligation of RSLC/RAGA/RLCC/SGLF. The Vendor, like all persons, corporations, or other entities extending credit to, contracting with, or having any claim against RSLC/RAGA/RLCC/SGLF may only look to the funds and property of RSLC/RAGA/RLCC/SGLF for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from RSLC/RAGA/RLCC/SGLF.

ARTICLE II -- CONFIDENTIALITY AND NON-DISCLOSURE

A. **Confidential and Proprietary Information.** All matters between the Parties, including but not limited to the provisions of this Agreement; RSLC/RAGA/RLCC/SGLF mailing or donor lists; individual contribution histories; polling data; financial reports; research; solicitation materials or techniques; and any other materials or methodologies which the Vendor, or list owners if applicable, may come in contact with are, were and shall remain the proprietary and confidential property of the RSLC/RAGA/RLCC/SGLF and shall not be transferred, communicated or delivered to any third party, whether or not for compensation, without the prior express written consent of the RSLC/RAGA/RLCC/SGLF's Executive Director.

B. **Non-Disclosure.** The Vendor agrees not to communicate, directly or indirectly, with any member of the news media on behalf of, for, or about the RSLC/RAGA/RLCC/SGLF, or any candidate for State Attorney General, State Legislature or Judgeship, without the express advance consent of the RSLC/RAGA/RLCC/SGLF's Executive Director or the RSLC/RAGA/RLCC/SGLF's Communications Director.

C. **Return of Materials.** Upon the termination or expiration of this Agreement, the Vendor agrees to return to the RSLC/RAGA/RLCC/SGLF all materials, and copies thereof, obtained from the RSLC/RAGA/RLCC/SGLF, its employees or agents.

ARTICLE III -- OWNERSHIP OF MATERIALS, DAMAGES

A. **RSLC/RAGA/RLCC/SGLF Exclusive Ownership.** Absent any explicit written agreement to the contrary which has been executed between the Vendor and the RSLC/RAGA/RLCC/SGLF, signed by the RSLC/RAGA/RLCC/SGLF's Executive Director, and appended hereto, the RSLC/RAGA/RLCC/SGLF retains and reserves the rights of exclusive ownership and use of any copy, product, publication, or any facsimile thereof which may result

Q16. Top Official Base Salary by Size

Size	q16a_person1_basesalary				
	N	Mean	Median	Min	Max
Large	16	472,396	381,750	174,943	1,214,000
Medium	4	410,956	376,612	248,133	642,466
Small	5	404,474	288,113	48,830	1,124,865
Overall	25	448,981	363,943	48,830	1,214,000

Q16. Top Official Base Salary by Title

q15a_person1_title1	q16a_person1_basesalary				
	N	Mean	Median	Min	Max
a) CEO	1	278,224	278,224	278,224	278,224
b) Chancellor/President	19	465,364	373,500	174,943	1,214,000
e) Treasurer/Vice President	1	259,717	259,717	259,717	259,717
g) Dean Of School	2	757,433	757,433	390,000	1,124,865
k) Other Director	1	48,830	48,830	48,830	48,830
l) Other	1	280,977	280,977	280,977	280,977

Q16. Top Official Total Comp. by Size

Size	q16a_person1_total_comp				
	N	Mean	Median	Min	Max
Large	16	675,170	490,749	212,852	1,913,927
Medium	4	530,751	506,963	286,857	822,223
Small	5	445,501	353,551	48,830	1,124,865
Overall	25	606,129	475,000	48,830	1,913,927

from the Vendor's creativity, except for pre-existing materials purchased by the vendor for the RSLC/RAGA/RLCC/SGLF. The Vendor and the RSLC/RAGA/RLCC/SGLF agree that the work described in Article I will be considered a "work for hire" for the purpose of the United States Copyright law, 17 U.S.C. § 101 *et seq.* and that, accordingly, the RSLC/RAGA/RLCC/SGLF is the owner of all copyright rights in the work. The Vendor hereby assigns any and all property and exclusive ownership rights in the Vendor's work to the RSLC/RAGA/RLCC/SGLF.

B. Authorship. The Vendor hereby warrants that it, its agents or its representatives, are the sole authors of work to be produced, developed and/or published under this Agreement, and that such work is an original work of the Vendor. The Vendor further warrants that the work to be produced or performed under this Agreement does not infringe upon any copyright, violate any right of privacy, or contain libelous material; and that the Vendor possesses full power to enter into this Agreement.

C. Donor Lists. The Vendor agrees that all RSLC/RAGA/RLCC/SGLF donor lists by whatever name they may be known, and individual contribution histories were, are, and shall remain the exclusive property of the RSLC/RAGA/RLCC/SGLF. The Vendor agrees that it does not and shall not acquire any property or ownership interest in, or rights with respect to, any RSLC/RAGA/RLCC/SGLF donor list, for any reason. The Vendor further agrees that neither it nor any of its directors, officers, employees, consultants, or agents will disclose, rent, lease, sell, encumber, or enter into joint ownership agreements concerning any list(s), file(s), information, updates, or enhancement(s) of the RSLC/RAGA/RLCC/SGLF in any form, or for the purpose, nor will they retain, duplicate, or use any of such information in any fashion or for any purpose whatsoever. The Vendor agrees that any other entity gaining access to the RSLC/RAGA/RLCC/SGLF's donor list must execute Exhibit 1, Vendor Confidentiality Agreement Regarding Lists.

D. Damages. The Vendor agrees to pay the RSLC/RAGA/RLCC/SGLF for the Vendor's breach, or threatened breach, of any part of paragraph C of this Article the sum of Fifty Thousand Dollars (\$50,000) per occurrence as liquidated damages, in addition to any other remedies the RSLC/RAGA/RLCC/SGLF may have, including equitable or injunctive relief, without requiring the RSLC/RAGA/RLCC/SGLF to show or prove it sustained actual pecuniary damages.

ARTICLE IV – USE OF RSLC/RAGA/RLCC/SGLF NAME

The Vendor shall not use the name, insignia or any facsimile thereof of the RSLC/RAGA/RLCC/SGLF or its property, without the express written authorization of the RSLC/RAGA/RLCC/SGLF's Executive Director.

ARTICLE V – CONFLICT

The Vendor agrees that any conflict between the language of the addendum and that of any other contract is resolvable in the favor of the terms and intent of this addendum.

ARTICLE VI – ASSIGNMENT

A. **Consent to Assignment.** No rights or duties under this Agreement may be assigned, delegated, or subcontracted without the prior written consent of RSLC/RAGA/RLCC/SGLF, whose consent may be withheld at the sole arbitrary discretion of RSLC/RAGA/RLCC/SGLF, and any purported assignment, delegation or subcontract made without that consent shall be void and of no effect.

B. **Terms and Conditions.** In the event that consent is granted, the Vendor shall make all of the terms and conditions of the Agreement terms and conditions of any assignment, delegation, or subcontract.

C. **Vendor Liability.** The granting of consent to any assignment, delegation, or subcontract shall not in any way relieve or discharge the Vendor from full responsibility for the duties and conditions of the Agreement. Vendor shall remain solely and exclusively liable for any claim of any kind made by the assignee or subcontractor. The assignee or subcontractor shall have no right to direct any claim of any kind against RSLC/RAGA/RLCC/SGLF. In the event of such a claim, the Vendor shall indemnify RSLC/RAGA/RLCC/SGLF for any expenses, including attorney's fees, incurred by RSLC/RAGA/RLCC/SGLF related to the claim.

D. **RAGA/RLCC/SGLF Liability.** RSLC/RAGA/RLCC/SGLF shall owe no duty to or assume any liability for any assignee or subcontractor.

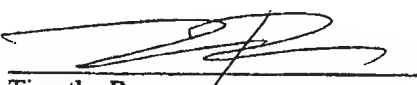

ARTICLE VII – NON-COORDINATION

Vendor expressly agrees and understands that its work is not to be coordinated in any way with any candidate, authorized agent of a candidate, or any candidate committee for any political office. This includes sharing information with or subcontracting with common vendors of any candidate, committee or authorized agent of a campaign or candidate or committee.

Vendor is at all times instructed to seek the legal opinion of the RLCC General Counsel to ensure its activities are in strict compliance with the non-coordination rule above.

Failure to comply with this section can lead to the voiding of any indemnity arrangements among the parties and could cause the vendor to be responsible for its own defense in any matter and may subject the vendor to counterclaim by the RSLC/RAGA or RLCC for its legal defense costs and penalties due per vendor's non-compliance.

IN WITNESS WHEREOF, the parties, acting individually or through their duly authorized officers or representatives, fully understand and execute this Agreement, in duplicate original, and agree to be bound by the terms and conditions thereof:

For the RSLC/RAGA/RLCC/SGLF:  _____ Timothy Barnes Executive Director <u>3/1/04</u> _____ Date	For the Vendor:  _____ <u>2/10/04</u> _____ Date EIN or SSN <u>37-1450960</u>
---	--

A CONTRACT

between the Republican State Leadership Committee
and the State Government Leadership Foundation

and

CHALICE L. ROY

ARTICLE 1

The Parties

This agreement is entered into on the 8th day of December 2003 by and between the Republican State Leadership Committee ("RSLC") and the State Government Leadership Foundation ("SGLF"), with its principal place of business being 900 Second Street, NE, Suite 201, Washington, DC 20002 and Chalice L. Roy ("CLR"), an individual whose principal place of business is 7849 Midway Lane, Alexandria, Virginia 22306.

ARTICLE 2

Purpose

WHEREAS, CLR is known to be an expert in fundraising; and,

WHEREAS, RSLC/SGLF desires to retain CLR for purposes of purchasing certain professional services from CLR in regard to those matters in which CLR is an expert,

THEREFORE, the undersigned parties enter into this agreement for the consideration set forth herein and subject to the following terms and conditions:

ARTICLE 3

Services Provided by CLR

- 3.01 CLR agrees to provide consulting services to assist RSLC/SGLF with regional fundraising in Texas and other states as designated by RSLC/SGLF and agreed upon by CLR. CLR's services will include: donor research, facilitating peer-to-peer solicitation calls and one-on-one meetings, organizing events, and managing all follow-up (sending informational materials, thank you letters etc.).
- 3.02 For purposes of performance of this fundraising agreement CLR agrees to coordinate with the representative as designated by RSLC/SGLF in section 4.01 below.

CR 12/10/03

ARTICLE 4

Responsibilities and Duties of RSLC/SGLF

- 4.01 RSLC/SGLF agrees that for purposes of approval and/or authorization of CLR's performance under this agreement, its duly authorized representative shall be Timothy J. Barnes.
- 4.02 RSLC/SGLF agrees to provide CLR with reasonable access to whatever records, files, marketing materials, and personnel required to be used by CLR in the performance of this agreement.
- 4.03 RSLC/SGLF agrees to remit payment to CLR as set forth in Article 5 below:

ARTICLE 5

Financial: Fees, Expenses, Taxes

- 5.01 For performance of those consultant duties set forth in this agreement, RSLC/SGLF agrees to pay CLR as follows:
- A. \$2,500 monthly for services provided beginning with the execution date of this contract; and
 - B. 10% of all gross receipts raised in Texas and any other agreed upon states.
- 5.02 CLR agrees to submit monthly invoices for services to RSLC/SGLF's designated representative (section 4.01) and RSLC/SGLF agrees to remit payment within 15 days of invoice submission. RSLC/SGLF agrees to notify CLR upon receipt of contributions from the agreed upon states as soon as practicable but in any event not to exceed five working days.
- 5.03 RSLC/SGLF agrees to reimburse CLR for reasonable travel and/or other out-of-pocket expenses without mark-up in the performance of her obligations under this agreement. Expenses include but are not limited to telephone, facsimile, printing/copies, postage, delivery, and parking. All reimbursement requests shall be submitted to RSLC/SGLF's designated representative, with supporting receipts/backup and shall be paid within 15 (fifteen) days of submission.
- 5.04 As an independent contractor to RSLC/SGLF, CLR agrees to assume exclusive liability for any and all taxes, assessments, levies, or fines which may be paid or deemed owed by CLR.
- 5.05 Payment to CLR for services described in 5.01A will be allocated between the RSLC and the SGLF at a set percentage yet to be determined. Payment to CLR

for services described in 5.01B will be allocated between the RSLC and the SGLF on a funds raised basis.

ARTICLE 6

Confidentiality, Other Employment

- 6.01 All matters between the parties, including the provisions of this agreement, are confidential and shall not be transferred, communicated or delivered to a third party, whether or not for compensation, without the express prior written authorization of CLR and RSLC/SGLF or as required by law.
- 6.02 The parties agree that, except as provided above, this agreement in no way limits CLR's ability to enter into contracts with other parties.

ARTICLE 7

Termination

- 7.01 Parties to this agreement may terminate this contract without cause upon 30 days written notice at the addresses stated above.
- 7.02 Parties agree that should RSLC/SGLF or CLR cancel this contract as provided for in section 7.01 above, CLR shall be paid for all fees and expenses through and including the effective date of termination (30 days from receipt of written notice) pursuant to the terms outlined in Article 5.

ARTICLE 8

Merger

- 8.01 This agreement memorializes the full terms and conditions of the agreement between the undersigned parties.

CR 12/10/03

ARTICLE 9
Good Faith

9.01 The undersigned parties jointly and severally agree to execute the terms and conditions of this agreement in good faith and to the best of their ability.

The undersigned persons are authorized by the parties hereto to sign this agreement and have read and fully understood the foregoing and it is their intent to be bound by the terms and conditions hereof:

Chalice Roy 12/10/03
Chalice L. Roy (DATE)

For RSLC/SGLF:

Name:

E. P.
(Signature)

Timothy J. Bonner
(Print)

Title:

E. P.

Date:

12/14/04

CR
12/12/03**ADDENDUM TO CONTRACT****ARTICLE I -- INDEMNIFICATION, LIABILITY**

The Vendor shall indemnify and hold the RSLC/RAGA/RLCC/SGLF, its employees, directors, officers, affiliates, subsidiaries, members, agents, and volunteers harmless against and from any and all claims, demands, liabilities, actions, damages, costs, and expenses related thereto (including attorneys' fees, court costs, and other expenses of litigation) and all damages and liabilities of any kind or nature whatever, arising out of or attributable to the Vendors performance of this contract. The Vendor agrees that the members, officers, employees, and agents of the RSLC/RAGA/RLCC/SGLF, as well as members of RSLC/RAGA/RLCC/SGLF's Executive Committee, shall not be personally liable for any debt, liability, or obligation of RSLC/RAGA/RLCC/SGLF. The Vendor, like all persons, corporations, or other entities extending credit to, contracting with, or having any claim against RSLC/RAGA/RLCC/SGLF may only look to the funds and property of RSLC/RAGA/RLCC/SGLF for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from RSLC/RAGA/RLCC/SGLF.

ARTICLE II -- CONFIDENTIALITY AND NON-DISCLOSURE

A. Confidential and Proprietary Information. All matters between the Parties, including but not limited to the provisions of this Agreement; RSLC/RAGA/RLCC/SGLF mailing or donor lists; individual contribution histories; polling data; financial reports; research; solicitation materials or techniques; and any other materials or methodologies which the Vendor, or list owners if applicable, may come in contact with are, were and shall remain the proprietary and confidential property of the RSLC/RAGA/RLCC/SGLF and shall not be transferred, communicated or delivered to any third party, whether or not for compensation, without the prior express written consent of the RSLC/RAGA/RLCC/SGLF's Executive Director.

B. Non-Disclosure. The Vendor agrees not to communicate, directly or indirectly, with any member of the news media on behalf of, for, or about the RSLC/RAGA/RLCC/SGLF, or any candidate for State Attorney General, State Legislature or Judgeship, without the express advance consent of the RSLC/RAGA/RLCC/SGLF's Executive Director or the RSLC/RAGA/RLCC/SGLF's Communications Director.

C. Return of Materials. Upon the termination or expiration of this Agreement, the Vendor agrees to return to the RSLC/RAGA/RLCC/SGLF all materials, and copies thereof, obtained from the RSLC/RAGA/RLCC/SGLF, its employees or agents.

ARTICLE III -- OWNERSHIP OF MATERIALS, DAMAGES

A. RSLC/RAGA/RLCC/SGLF Exclusive Ownership. Absent any explicit written agreement to the contrary which has been executed between the Vendor and the RSLC/RAGA/RLCC/SGLF, signed by the RSLC/RAGA/RLCC/SGLF's Executive Director, and appended hereto, the RSLC/RAGA/RLCC/SGLF retains and reserves the rights of exclusive ownership and use of any copy, product, publication, or any facsimile thereof which may result

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12/12/03

from the Vendor's creativity, except for pre-existing materials purchased by the vendor for the RSLC/RAGA/RLCC/SGLF. The Vendor and the RSLC/RAGA/RLCC/SGLF agree that the work described in Article I will be considered a "work for hire" for the purpose of the United States Copyright law, 17 U.S.C. § 101 *et seq.* and that, accordingly, the RSLC/RAGA/RLCC/SGLF is the owner of all copyright rights in the work. The Vendor hereby assigns any and all property and exclusive ownership rights in the Vendor's work to the RSLC/RAGA/RLCC/SGLF.

B. Authorship. The Vendor hereby warrants that it, its agents or its representatives, are the sole authors of work to be produced, developed and/or published under this Agreement, and that such work is an original work of the Vendor. The Vendor further warrants that the work to be produced or performed under this Agreement does not infringe upon any copyright, violate any right of privacy, or contain libelous material; and that the Vendor possesses full power to enter into this Agreement.

C. Donor Lists. The Vendor agrees that all RSLC/RAGA/RLCC/SGLF donor lists by whatever name they may be known, and individual contribution histories were, are, and shall remain the exclusive property of the RSLC/RAGA/RLCC/SGLF. The Vendor agrees that it does not and shall not acquire any property or ownership interest in, or rights with respect to, any RSLC/RAGA/RLCC/SGLF donor list, for any reason. The Vendor further agrees that neither it nor any of its directors, officers, employees, consultants, or agents will disclose, rent, lease, sell, encumber, or enter into joint ownership agreements concerning any list(s), file(s), information, updates, or enhancement(s) of the RSLC/RAGA/RLCC/SGLF in any form, or for the purpose, nor will they retain, duplicate, or use any of such information in any fashion or for any purpose whatsoever. The Vendor agrees that any other entity gaining access to the RSLC/RAGA/RLCC/SGLF's donor list must execute Exhibit I, Vendor Confidentiality Agreement Regarding Lists.

D. Damages. The Vendor agrees to pay the RSLC/RAGA/RLCC/SGLF for the Vendor's breach, or threatened breach, of any part of paragraph C of this Article the sum of Fifty Thousand Dollars (\$50,000) per occurrence as liquidated damages, in addition to any other remedies the RSLC/RAGA/RLCC/SGLF may have, including equitable or injunctive relief, without requiring the RSLC/RAGA/RLCC/SGLF to show or prove it sustained actual pecuniary damages.

ARTICLE IV -- USE OF RSLC/RAGA/RLCC/SGLF NAME

The Vendor shall not use the name, insignia or any facsimile thereof of the RSLC/RAGA/RLCC/SGLF or its property, without the express written authorization of the RSLC/RAGA/RLCC/SGLF's Executive Director.

ARTICLE V -- CONFLICT

The Vendor agrees that any conflict between the language of the addendum and that of any other contract is resolvable in the favor of the terms and intent of this addendum.

OR
12/12/03

ARTICLE VI – ASSIGNMENT

- A. Consent to Assignment.** No rights or duties under this Agreement may be assigned, delegated, or subcontracted without the prior written consent of RSLC/RAGA/RLCC/SGLF, whose consent may be withheld at the sole arbitrary discretion of RSLC/RAGA/RLCC/SGLF, and any purported assignment, delegation or subcontract made without that consent shall be void and of no effect.
- B. Terms and Conditions.** In the event that consent is granted, the Vendor shall make all of the terms and conditions of the Agreement terms and conditions of any assignment, delegation, or subcontract.
- C. Vendor Liability.** The granting of consent to any assignment, delegation, or subcontract shall not in any way relieve or discharge the Vendor from full responsibility for the duties and conditions of the Agreement. Vendor shall remain solely and exclusively liable for any claim of any kind made by the assignee or subcontractor. The assignee or subcontractor shall have no right to direct any claim of any kind against RSLC/RAGA/RLCC/SGLF. In the event of such a claim, the Vendor shall indemnify RSLC/RAGA/RLCC/SGLF for any expenses, including attorney's fees, incurred by RSLC/RAGA/RLCC/SGLF related to the claim.
- D. RAGA/RLCC/SGLF Liability.** RSLC/RAGA/RLCC/SGLF shall owe no duty to or assume any liability for any assignee or subcontractor.

ARTICLE VII – NON-COORDINATION

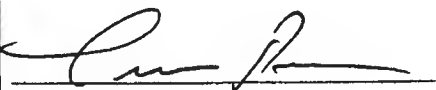
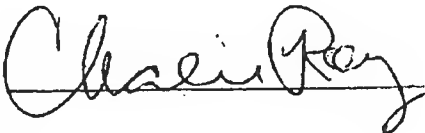
Vendor expressly agrees and understands that its work is not to be coordinated in any way with any candidate, authorized agent of a candidate, or any candidate committee for any political office. This includes sharing information with or subcontracting with common vendors of any candidate, committee or authorized agent of a campaign or candidate or committee.

Vendor is at all times instructed to seek the legal opinion of the RLCC General Counsel to ensure its activities are in strict compliance with the non-coordination rule above.

Failure to comply with this section can lead to the voiding of any indemnity arrangements among the parties and could cause the vendor to be responsible for its own defense in any matter and may subject the vendor to counterclaim by the RSLC/RAGA or RLCC for its legal defense costs and penalties due per vendor's non-compliance.

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IN WITNESS WHEREOF, the parties, acting individually or through their duly authorized officers or representatives, fully understand and execute this Agreement, in duplicate original, and agree to be bound by the terms and conditions thereof:

<p>For the RSLC/RAGA/RLCC/SGLF:</p> <p></p> <p>Timothy Barnes Executive Director</p> <p><u>1/14/04</u> Date</p>	<p>For the Vendor:</p> <p></p> <p><u>12/12/03</u> Date</p> <p>EIN or SSN <u>526-57-4181</u></p>
--	---

Windward International Corporation

Three Parkway North

Suite 180 North

Deerfield, IL 60015

Phone: (847) 945-2900 Fax: (847) 945-2901

Phil E. Mullins, CMP

President

February 5, 2004

Mr. Tim Barnes

Executive Director

Republican State Leadership Committee and

State Government Leadership Foundation

900 Second Street, NE

Suite 201

Washington, DC 20002

Dear Tim:

Over the past few months, Windward International has undertaken research to recommend resort and hotel properties to host the 2004 RSLC and SGLF Major Donor Events. Windward's continued objective is to implement a travel management service that will decrease the workload on you and your staff for event planning and to offer your donors and members quality travel and hotel arrangements for the RSLC and SGLF events they attend. Equally important is our willingness to continue to assist the RSLC and SGLF control its expenditures in the negotiations and operations of your events.

Our Letter of Agreement is designed to establish a set of guidelines and procedures that will implement the goals outlined above. Please understand that the proposed services offered are flexible in structure to offer the RSLC and SGLF maximum control over the event planning process. Windward's role is to support your efforts in the best possible manner as a full-service travel management consultant.

The travel management fee for 2004 is \$15,000.00, with on-site assistance as well as other services upon request for the RSLC and SGLF. The travel management fee structure is outlined in the compensation section. I recommend that we meet at a minimum on a semi-annual basis to review the both the service and financial terms of our agreement. Upon your approval of the terms of the agreement, please initial the spaces provided in the document.

On behalf of Windward International, please let me express our gratitude to you and your colleagues for your support and consideration and we look forward to assisting the RSLC and SGLF on these important 2004 events.

Sincerely,

Republican State Leadership Committee and
State Government Leadership FoundationAGREED: DATE: 2/9/04

Schedule of Major Donor Events 2004

March	Spring National Meeting	Washington D.C.
April/May	Spring National Meeting II	Naples, FL
June	Summer National Meeting	Seattle, WA
November	Fall National Meeting	Charleston, SC

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Mr. Tim Barnes
February 5, 2004
Page Two

COMPENSATION

- Total annual compensation to be set at \$15,000.00 for Windward's travel management services per the attached 2004 meeting and event schedule.
- On location assistance at RSLC events - billed at actual expense.
- Other additional services (not listed in the Inclusions) - billed at quoted or actual cost.

Republican State Leadership Committee and
State Government Leadership Foundation

AGREED: 

DATE: 2/9/04

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Mr. Tim Barnes
February 5, 2004
Page Three

INCLUSIONS

- The planning, negotiation, coordination, reporting and accounting services of Windward International, including staff members on location throughout the program (actual staff members to be determined by group size and requirements).
- Windward International administration of airline reservations, ticketing, delivery, and hotel reservations via designated 800 number.
- All tickets delivered first class U.S. Mail to arrive at least five (5) business days prior to departure for all reservations made fourteen (14) or more days prior to the program dates.
- All attendee airline tickets will be subject to a \$30.00 service fee payable by the attendee.
- All complimentary hotel rooms and airline tickets will be made available for use at the discretion of the RSLC and SGLF.
- Designation of Windward International to be the Official Travel Company of the Republican State Leadership Committee and State Governmental Leadership Foundation.
- The contract will be subject to review by both parties at six (6) month intervals and may be terminated by either party with written notice thirty (30) days after notification of the other party.

EXCLUSIONS

- Prepaid or overnight ticket delivery charges for reservations made less than fourteen (14) days prior to program dates.
- Travel and meeting related expenses for Windward International Program Managers on location during RSLC and SGLF events.
- Any international Major Donor events scheduled will be contracted separately.

Republican State Leadership Committee and
State Government Leadership Foundation

AGREED: 

DATE: 2/9/04

Windward International Corporation

Three Parkway North
Suite 180 North
Deerfield, IL 60015
Phone: (847) 945-2900 Fax: (847) 945-2901

February 5, 2004

Mr. Tim Barnes
Executive Director
Republican State Leadership Committee and
State Government Leadership Foundation
900 Second Street, NE
Suite 201
Washington, DC 20002

INVOICE

DISBURSEMENTS:

2004 Travel Management Fee

\$15,000.00

Amount Due Windward International:

\$15,000.00

Due Upon Receipt

Invoice #: 1055

PEM/bk

ADDENDUM TO CONTRACT

ARTICLE I – INDEMNIFICATION, LIABILITY

The Vendor shall indemnify and hold the RSLC/RAGA/RLCC/SGLF, its employees, directors, officers, affiliates, subsidiaries, members, agents, and volunteers harmless against and from any and all claims, demands, liabilities, actions, damages, costs, and expenses related thereto (including attorneys' fees, court costs, and other expenses of litigation) and all damages and liabilities of any kind or nature whatever, arising out of or attributable to the Vendors performance of this contract. The Vendor agrees that the members, officers, employees, and agents of the RSLC/RAGA/RLCC/SGLF, as well as members of RSLC/RAGA/RLCC/SGLF's Executive Committee, shall not be personally liable for any debt, liability, or obligation of RSLC/RAGA/RLCC/SGLF. The Vendor, like all persons, corporations, or other entities extending credit to, contracting with, or having any claim against RSLC/RAGA/RLCC/SGLF may only look to the funds and property of RSLC/RAGA/RLCC/SGLF for payment of any debt, damages, judgment, decree, or any money that may otherwise become due or payable to them from RSLC/RAGA/RLCC/SGLF.

ARTICLE II – CONFIDENTIALITY AND NON-DISCLOSURE

A. **Confidential and Proprietary Information.** All matters between the Parties, including but not limited to the provisions of this Agreement; RSLC/RAGA/RLCC/SGLF mailing or donor lists; individual contribution histories; polling data; financial reports; research; solicitation materials or techniques; and any other materials or methodologies which the Vendor, or list owners if applicable, may come in contact with are, were and shall remain the proprietary and confidential property of the RSLC/RAGA/RLCC/SGLF and shall not be transferred, communicated or delivered to any third party, whether or not for compensation, without the prior express written consent of the RSLC/RAGA/RLCC/SGLF's Executive Director.

B. **Non-Disclosure.** The Vendor agrees not to communicate, directly or indirectly, with any member of the news media on behalf of, for, or about the RSLC/RAGA/RLCC/SGLF, or any candidate for State Attorney General, State Legislature or Judgeship, without the express advance consent of the RSLC/RAGA/RLCC/SGLF's Executive Director or the RSLC/RAGA/RLCC/SGLF's Communications Director.

C. **Return of Materials.** Upon the termination or expiration of this Agreement, the Vendor agrees to return to the RSLC/RAGA/RLCC/SGLF all materials, and copies thereof, obtained from the RSLC/RAGA/RLCC/SGLF, its employees or agents.

ARTICLE III – OWNERSHIP OF MATERIALS, DAMAGES

A. **RSLC/RAGA/RLCC/SGLF Exclusive Ownership.** Absent any explicit written agreement to the contrary which has been executed between the Vendor and the RSLC/RAGA/RLCC/SGLF, signed by the RSLC/RAGA/RLCC/SGLF's Executive Director, and appended hereto, the RSLC/RAGA/RLCC/SGLF retains and reserves the rights of exclusive ownership and use of any copy, product, publication, or any facsimile thereof which may result

from the Vendor's creativity, except for pre-existing materials purchased by the vendor for the RSLC/RAGA/RLCC/SGLF. The Vendor and the RSLC/RAGA/RLCC/SGLF agree that the work described in Article I will be considered a "work for hire" for the purpose of the United States Copyright law, 17 U.S.C. § 101 *et seq.* and that, accordingly, the RSLC/RAGA/RLCC/SGLF is the owner of all copyright rights in the work. The Vendor hereby assigns any and all property and exclusive ownership rights in the Vendor's work to the RSLC/RAGA/RLCC/SGLF.

B. Authorship. The Vendor hereby warrants that it, its agents or its representatives, are the sole authors of work to be produced, developed and/or published under this Agreement, and that such work is an original work of the Vendor. The Vendor further warrants that the work to be produced or performed under this Agreement does not infringe upon any copyright, violate any right of privacy, or contain libelous material; and that the Vendor possesses full power to enter into this Agreement.

C. Donor Lists. The Vendor agrees that all RSLC/RAGA/RLCC/SGLF donor lists by whatever name they may be known, and individual contribution histories were, are, and shall remain the exclusive property of the RSLC/RAGA/RLCC/SGLF. The Vendor agrees that it does not and shall not acquire any property or ownership interest in, or rights with respect to, any RSLC/RAGA/RLCC/SGLF donor list, for any reason. The Vendor further agrees that neither it nor any of its directors, officers, employees, consultants, or agents will disclose, rent, lease, sell, encumber, or enter into joint ownership agreements concerning any list(s), file(s), information, updates, or enhancement(s) of the RSLC/RAGA/RLCC/SGLF in any form, or for the purpose, nor will they retain, duplicate, or use any of such information in any fashion or for any purpose whatsoever. The Vendor agrees that any other entity gaining access to the RSLC/RAGA/RLCC/SGLF's donor list must execute Exhibit 1, Vendor Confidentiality Agreement Regarding Lists.

D. Damages. The Vendor agrees to pay the RSLC/RAGA/RLCC/SGLF for the Vendor's breach, or threatened breach, of any part of paragraph C of this Article the sum of Fifty Thousand Dollars (\$50,000) per occurrence as liquidated damages, in addition to any other remedies the RSLC/RAGA/RLCC/SGLF may have, including equitable or injunctive relief, without requiring the RSLC/RAGA/RLCC/SGLF to show or prove it sustained actual pecuniary damages.

ARTICLE IV -- USE OF RSLC/RAGA/RLCC/SGLF NAME

The Vendor shall not use the name, insignia or any facsimile thereof of the RSLC/RAGA/RLCC/SGLF or its property, without the express written authorization of the RSLC/RAGA/RLCC/SGLF's Executive Director.

ARTICLE V -- CONFLICT

The Vendor agrees that any conflict between the language of the addendum and that of any other contract is resolvable in the favor of the terms and intent of this addendum.

ARTICLE VI – ASSIGNMENT

- A. **Consent to Assignment.** No rights or duties under this Agreement may be assigned, delegated, or subcontracted without the prior written consent of RSLC/RAGA/RLCC/SGLF, whose consent may be withheld at the sole arbitrary discretion of RSLC/RAGA/RLCC/SGLF, and any purported assignment, delegation or subcontract made without that consent shall be void and of no effect.
- B. **Terms and Conditions.** In the event that consent is granted, the Vendor shall make all of the terms and conditions of the Agreement terms and conditions of any assignment, delegation, or subcontract.
- C. **Vendor Liability.** The granting of consent to any assignment, delegation, or subcontract shall not in any way relieve or discharge the Vendor from full responsibility for the duties and conditions of the Agreement. Vendor shall remain solely and exclusively liable for any claim of any kind made by the assignee or subcontractor. The assignee or subcontractor shall have no right to direct any claim of any kind against RSLC/RAGA/RLCC/SGLF. In the event of such a claim, the Vendor shall indemnify RSLC/RAGA/RLCC/SGLF for any expenses, including attorney's fees, incurred by RSLC/RAGA/RLCC/SGLF related to the claim.
- D. **RAGA/RLCC/SGLF Liability.** RSLC/RAGA/RLCC/SGLF shall owe no duty to or assume any liability for any assignee or subcontractor.

ARTICLE VII – NON-COORDINATION

Vendor expressly agrees and understands that its work is not to be coordinated in any way with any candidate, authorized agent of a candidate, or any candidate committee for any political office. This includes sharing information with or subcontracting with common vendors of any candidate, committee or authorized agent of a campaign or candidate or committee.

Vendor is at all times instructed to seek the legal opinion of the RLCC General Counsel to ensure its activities are in strict compliance with the non-coordination rule above.

Failure to comply with this section can lead to the voiding of any indemnity arrangements among the parties and could cause the vendor to be responsible for its own defense in any matter and may subject the vendor to counterclaim by the RSLC/RAGA or RLCC for its legal defense costs and penalties due per vendor's non-compliance.

IN WITNESS WHEREOF, the parties, acting individually or through their duly authorized officers or representatives, fully understand and execute this Agreement, in duplicate original, and agree to be bound by the terms and conditions thereof:

For the RSLC/RAGA/RLCC/SGLF:

Timothy Barnes
Executive Director

Date

For the Vendor: Windward
International



Phil E. Mullins
President

2/9/04

Date

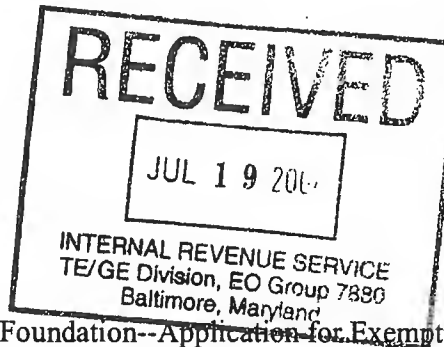
 EIN or SSN

36-424-0963

Arent Fox
ATTORNEYS AT LAW

July 16, 2004

Internal Revenue Service
TE/GE T: EO: D: MA Group 7880
P.O. Box 13163, Room 1420
Baltimore, MD 21201
Attn: Mrs. T. Farr



Laura Kalick
202.857.6464 DIRECT
202.857.6395 FAX
kalick.laura@arentfox.com

Re: State Government Leadership Foundation--Application for Exemption Pursuant to IRC 501(c)(4)

Dear Mrs. Farr:

This is in response to our phone conversation regarding the above captioned organization and its application for exemption as an IRC 501(c)(4) organization. This letter explains that the activities of State Government Leadership Foundation ("SGLF" or the "Organization" or the "Applicant") are purely nonpartisan and that the Organization itself does not engage in any political or partisan activities. Furthermore, there is no private benefit to the Republican Party as the Applicant has no affiliation with such party. Although the Organization has a connected political action committee ("PAC") whose name contains the word "Republican", i.e. the Republican State Leadership Committee ("RSLC"), that organization is legally independent of the Republican Party and any support to the RSLC is completely in keeping with the Internal Revenue Code and related Income Tax Regulations.

Facts:

SGLF has been formed to educate and provide a forum for the discussion of social issues that are important to the public. SGLF provides forums at which state officials and members of SGLF are invited to attend to hear and participate in discussion of issues such as tort reform, Medicaid reform, environmental issues, education reform, etc. In order for a person who is not a state official to attend, the person must be a member of SGLF and pay a membership fee. Membership in SGLF is open to any member of the public, regardless of party affiliation. In fact, there are members of both major political parties who belong to SGLF. In addition to being a member, attendance at a forum requires that the attendee pay a conference fee and that the person pay for his or her own transportation, lodging and food that is not included in the conference fee. Neither the membership fee nor the conference fee is tax deductible. None of these fees are transferred to RSLC or used for any political purposes.

There is no partisan activity conducted at any of the SGLF sponsored events. There are no materials distributed at the SGLF events that talk either for or against a candidate for public office. There is no publication or distribution of voter guides or voting records and no candidates are linked to the issues discussed. The forums are not intended to influence voters to consider particular issues when casting their ballot but rather, are held to discuss issues that are

important to the public. The forums are not conducted at times, nor in places, that coincides with any election and does not attempt to influence any election.

Law and Analysis:

Nonpartisan, Bipartisan, Partisan Activities

IRC 501(c)(4) organizations are organized for social welfare purposes and not political purposes. Such organizations may engage in political activity if such activity is not the primary activity of the organization. Furthermore, an IRC 501(c)(4) organization is not subject to tax on political activity if it is conducted in a separately segregated fund of the organization that is an IRC 527 organization. Such IRC 527 organization may be considered a connected political action committee (PAC) of the IRC 501(c)(4) organization. As such, the IRC 501(c)(4) organization may pay the administrative expenses of the PAC and may also solicit the 501(c)(4) members to make political contributions to the PAC. In addition, rules governing whether the payment by an IRC 501(c)(4) organization of the indirect expenses of the PAC is a political expenditure of the IRC 501(c)(4) have not yet been promulgated and when issued will only be applied on a prospective basis.

The regulatory scheme under IRC 527 distinguishes between "nonpartisan educational workshops" which are not intended to influence the selection and election process and are not exempt function expenditures (under IRC 527 but therefore, would be an exempt activity under IRC 501(c)(4)), and seminars and conferences which are intended to have a political impact and which therefore are exempt function expenditures. See section 1.527-2(a)(3) and 1.527-2(c)(5) of the regulations. Example (8), described in section 1.527-2(c)(5)(viii), relates to "Q," a political organization described in section 527(e)(2). In this example, "Q finances seminars and conferences which are intended to influence persons who attend to support individuals to public office whose political philosophy is in harmony with the political philosophy of Q. The expenditures for these activities are for an exempt function."

In the case of SGLF, the seminars and conferences are not intended to influence persons to support individuals to public office. Rather, the seminars and conferences are intended to educate the public and discuss issues that are of importance to the members in hopes of influencing the positions of the state officials who attend. Therefore, the activities of SGLF are similar lobbying as opposed to political activity. The activities of SGLF are more akin to 1.527-2(c)(5) of the Regulations, Example (5) where E, an officeholder, expends amounts for periodicals of general circulation in order to keep informed on national and local issues. Such expenditures are not for an exempt function (i.e., not political expenditures).

American Campaign Academy v. Commissioner, 92 T.C. 1053 (1989), holds that the Academy operated for the substantial and non-exempt purpose of benefiting Republican Party entities and candidates. The Academy's primary activity was the operation of a school to train individuals for careers as political campaign professionals. The Court concluded that the organization

served the private interests of the Republican Party because the Academy's creation, funding, leadership, students and a significant part of its curriculum were related to the Republican Party.

Unlike the organization in *American Campaign Academy*, the SGLF is not funded by the Republican Party and has no affiliation with the Republican Party. In fact, even the RSLC is not affiliated with the Republican Party and cannot, by law, be affiliated with the Republican Party.

Although not cited as precedent, G.C.M. 37173 is relevant in stating that even if an organization takes a particular view on an issue, the organization can still qualify for exemption under IRC 501(c) if it is not engaged in political activity. SGLF is not engaged in political activity. In G.C.M. 37173 the issue and conclusion were as follows:

ISSUE

Whether an organization formed to educate the public about homosexuality qualifies for exemption under *Int. Rev. Code of 1954*, § 501(a) [hereinafter cited as Code] as an organization described in Code § 501(c)(3) if its activities include the sponsorship of public broadcast media presentations and the general dissemination of ex parte educational material taking the position that homosexuality is a mere preference, orientation, or propensity that is on a par with heterosexuality and should thus be regarded as normal.

CONCLUSION

We agree with the conclusion of the proposed taxpayer ruling that an organization formed to educate the public about homosexuality whose activities include sponsoring public broadcast media presentations and disseminating ex parte educational material taking the position that homosexuality is a mere preference, orientation, or propensity that is on a par with heterosexuality and should thus be regarded as normal qualifies for exemption under Code § 501(a) as an organization described in Code § 501(c)(3) as long as such activities are carried out in a manner that satisfies the requirements of *Treas. Reg. § 1.501(c)(3)-1(d)(3)(i)*.

The General Counsel Memorandum goes on to state the following:

Rev. Rul. 68-656, 1968-2 C.B. 216, based on *** I-3053 (March 29, 1968), concerns a nonprofit organization formed to educate the public regarding the practice of euthanasia. The organization sought changes in the law to specifically legalize the activity and circulated speeches, reprints, and pamphlets concerning the subject and proposed legislation relating to the activity. It drafted proposed legislation and presented petitions for the purpose of having the legislation introduced.

The Service viewed the education of the public on that subject as beneficial to the community because society benefits from an informed citizenry. The seeking of legislation germane to the organization's purposes was viewed as a permissible means of attaining social welfare purposes. The ruling thus holds that an organization that is organized and operated to inform the public by educational methods on a subject of public interest and concern qualifies for exemption under Code § 501(c)(4) even though the subject evokes controversy and even though the organization advocates a particular viewpoint and seeks changes in law to reflect that viewpoint.

On the other hand, where the purpose of an organization is completely contrary to public policy, it cannot obtain 501(c)(4) as promoting social welfare even if its activities are purely educational. Such was the case in G.C.M. 36218 (1975). There the issue and conclusion were as follows:

ISSUE

Whether an organization organized and operated to print, publish, edit, produce, and distribute any and all manner of printed matter devoted to anarchist perspectives is exempt from Federal income tax under *Int. Rev. Code of 1954, § 501(a)* [hereinafter cited as Code], as a social welfare organization described in Code § 501(c)(4).

CONCLUSION

The proposed ruling letter concludes that the organization is exempt as a social welfare organization described in Code § 501(c)(4). Because the organization engages in persuasion, discussion, and other non-violent methods to inform interested persons concerning anarchist perspectives, and because it does not take part in any political campaign or endorse any candidate for public office or campaign for the passage of any legislation, you conclude[*2] that it is operated exclusively for the promotion of social welfare within the meaning of Code § 501(c)(4) and *Treas. Reg. § 1.501(c)(4)-1*.

We disagree with your conclusion. Although the term "social welfare" is not capable of precise definition and has generally been given a broad interpretation, we do not believe that it can properly be construed as including the conduct of activities that are at least potentially detrimental to the community to the extent of those primarily carried on by the subject organization. In our judgment, a serious risk of adverse consequences necessarily flows from any active promotion of the alleged desirability of eliminating all forms of government, including the government of the United States, with the result that an organization principally engaged in disseminating anarchist views cannot legally be treated as primarily engaged in promoting the common good and general welfare of the people of the community.

Finally, Rev. Rul. 2004-6 shows that the IRS contemplates that IRC 501(c)(4) organizations will engage in what is termed issue advocacy. The revenue ruling attempts to distinguish the fine line between issue advocacy and political activity. In relevant part Rev. Rul. 2004-6 states:

Organizations that are exempt from federal income tax under § 501(a) as organizations described in § 501(c)(4), § 501(c)(5), or § 501(c)(6) may, consistent with their exempt purpose, publicly advocate positions on public policy issues. This advocacy may include lobbying for legislation consistent with these positions. Because public policy advocacy may involve discussion of the positions of public officials who are also candidates for public office, a public policy advocacy communication may constitute an exempt function within the meaning of § 527(e)(2). If so, the organization would be subject to tax under § 527(f).

In the case of SGLF, policy discussions are about constructive issues of public interest, and are clearly within the zone of permissible (c)(4) activity. The SGLF wants public officials to hear the position of the public on issues of interest to the public. Based on the facts and circumstances, therefore, we would ask you to conclude that SGLF is operated for social welfare purposes and not to conduct partisan or political activities.

Private Benefit

IRC 501(c)(4) provides for the exemption from federal income tax of civic leagues or organizations not organized for profit but operated exclusively for the promotion of social welfare.

Section 1.501(c)(4)-1(a)(2) of the Income Tax Regulations provides that an organization is operated exclusively for the promotion of social welfare if it is primarily engaged in promoting in some way the common good and general welfare of the people of the community. An organization embraced within this section is one that is operated primarily for the purpose of bringing about civic betterment and social improvements.

An organization that is operated essentially for the private benefit of its members is not primarily engaged in activities for the common good and general welfare of the people of the community. See *Rev. Rul. 73-306, 1973-2 C.B. 179*.

Rev. Rul. 80-107, 1980-1 C.B. 117, discusses the concept of private benefit. The issue in Rev. Rul. 80-107 was whether an organization of individuals and institutions, having beneficial interests in shares of any public utility located in the state, that was formed to promote the interests of the public utility industry and its stockholders by preparing and filing statements relating to public utility matters pending before state and federal agencies and legislative bodies and by publishing a newsletter about matters affecting the stockholders qualified for exemption under section 501(c)(4) of the Code. The IRS found that the organization did not qualify for exemption because the primary beneficiaries of the organization's activities were its members,

together with other individuals who own shares in the public utility companies of the state. Therefore, the organization was primarily operated to serve private interests rather than the interest of the community as a whole.

In the case of SGLF, even though members must pay to join the organization and to participate in the forums, any person, regardless of his or her political affiliation, can join the organization and state officials of any party are invited to attend without charge. The opportunity for the state officials to hear the discussion of issues that are important to the public benefits the entire community and promotes social welfare.

Rev. Rul. 78-132, 1978-1 C.B. 157, also discusses the private benefit issue regarding IRC 501(c)(4) exemption. the facts of that ruling were as follows:

The organization was formed to facilitate the exchange of personal services among members. Services available to members are listed by the organization, and include home maintenance, minor repairs and transportation. Membership is open to all individuals in a particular community. Each member informs the organization of those services that he can perform. When a member needs a particular service, he contacts the organization, which provides the member with a list of other members who are capable of performing the needed service. The member needing the service selects a member to perform the service. No monetary payment is made for the service performed. Instead, the service is evaluated in terms of credit hours, and the two members inform the organization of the transaction. The organization keeps records of all transactions among members, and lists the number of credit hours earned or owned by each member.

IRS held in Rev. Rul. 78-132 as follows:

The organization here described is a private cooperative enterprise for the economic benefit of the members. Such organizations have been held not to be exempt as social welfare organizations. For example, *Rev. Rul. 73-349, 1973-2 C.B. 179*, holds that an organization formed to purchase groceries for its membership at the lowest possible prices on a cooperative basis is not exempt under section 501(c)(4) of the Code. In *Commissioner v. Lake Forest, Inc., 305 F.2d 814 (4th Cir. 1962)*, it was held that a corporation that provided housing on a cooperative basis lacked the necessary requirements of an organization described in section 501(c)(4) of the Code. The court held the operation to be a private self-help enterprise with only an incidental benefit to the community as a whole.

In contrast, SGLF benefits the community as a whole by holding discussions of issues that are of concern to the entire community. Although SGLF is not asking for IRC 501(c)(3) status because it does have a connected PAC, the activities of SGLF are not that different from many political think tanks such as the Brookings Institute, the Cato Institute, and other organizations that receive IRC 501(c)(3) status. Furthermore, the public benefits when public officials are educated on issues that are important to the public.

In fact, the important distinction between SGLF and the organizations in the cited revenue rulings that were denied IRC 501(c)(4) status is that SGLF's activities do not benefit a small class of persons, nor does it benefit the Republican Party, but rather SGLF benefits an unlimited class of the public.

In G.C.M. 39876 the issue was whether a trust formed to aid members of a specific college graduating class and their families who become destitute or disabled is exempt from federal income tax as an organization described in *IRC § 501(c)(3)*. IRS concluded that:

A trust formed to aid members of a specific college graduating class and their families who become destitute or disabled is not described in section 501(c)(3) of the Code because it is organized for the private benefit of the members of the class rather than for exclusively public interests.

IRS Chief Counsel agreed with the finding of the District Director stating:

We agree. The issue in this case is not whether serving the destitute and disabled is a charitable purpose, but whether the Trust is organized or operated for a nonexempt purpose (i.e., serving the private interests of the Class of * * *) in addition to exempt purposes. "[T]he presence of a single [nonexempt] purpose, if substantial in nature, will destroy the exemption regardless of the number or importance of truly [exempt] purposes." *Better Business Bureau v. United States*, 326 U.S. 279, 283 (1945).

In the case of SGLF there is not a narrow class of persons that is benefiting from the activities or resources of SGLF. Any person may become a member and any state official may participate.

Relationship with RSLC Does Not Constitute Private Benefit

The sharing of space and personnel with RSLC does not confer a private benefit. Only the expenses allowed by the Income Tax Regulations are being paid by the SGLF. Furthermore, both the IRS and the Federal Election Commission (FEC) contemplate that the members of an IRC 501(c)(4) can be solicited for contributions to a connected PAC. Therefore, it is not at all unusual or improper for SGLF and RSLC to share space, share employees or hold events that coincide with each other.

The IRS Exempt Organization Continuing Professional Education Text for Fiscal 2003 addressed many of these issues in an article called, "Political Campaign and Lobbying Activities of IRC 501(c)(4), (c)(5) and (c)(6) organizations. Relevant portions of the text addressing the reserved sections of the Regulations are as follows:

With respect to the FECA issue, the statute specifically permits labor unions and trade associations to spend money for:

(1) Internal communications with members, stockholders, and their families (but not to the general public) that might involve support of particular candidates;

- (1) The conduct of nonpartisan registration and get-out-the-vote campaigns aimed at their members, stockholders, and families; and
- (3) The establishment, administration, and solicitation of contributions to separate segregated funds to be used for political purposes.

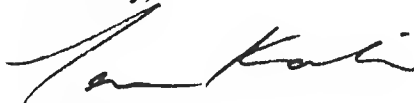
As a result, when the regulations under IRC 527 were published in proposed form, several commentators suggested that these expenditures, which are made routinely by some IRC 501(c) organizations, and are regarded as appropriate under the FECA for such organizations, should be treated differently from identical expenditures made by political organizations.

In other words, the commentators suggested that such expenditures continue to be treated as "exempt function" activities for political organizations (including separate segregated funds of IRC 501(c) organizations) but not for IRC 501(c) organizations. No final determination of the issue was made; therefore, the treatment of expenditures allowed by the FECA is reserved in the final regulations. Reg. 1.527-6 (b)(3). The treatment of indirect expenses also is reserved in the final regulations. Reg. 1.527-6 (b)(2). The Supplementary Information to the final regulations, T.D. 7744, 1981-1 C.B. 360, 361, explains that when these two subparagraphs (Reg. 1.527-6 (b)(2) and (3)) are adopted as a final regulation, they will apply on a prospective basis.

This means that an IRC 501(c) organization currently may engage in activities permitted by the FECA or may make any indirect exempt function expenditures and will not be subject to tax with respect to such expenditures under IRC 527. This situation may change when Reg. 1.527-6 (b)(2) and (3) are promulgated, but there is no indication at present as to how or when the matters will be resolved. In summary, any decision with regard to the adverse treatment of such expenditures will be applied on a prospective basis from the date of any such decision.

In summary, SGLF is operated to promote the welfare of the community and not for partisan purposes nor for private benefit. We hope that this information is helpful to you and that you will grant SGLF status as an IRC 501(c)(4) organization. Please let me know if you need any other information. Best regards.

Sincerely,



Laura Kalick

INTERNAL REVENUE SERVICE
TE/GE: EO GROUP 7880
31 HOPKINS PLAZA, RM 1450
BALTIMORE, MD 21201
FAX NUMBER: 410-962-0133

Ex

To: Laura Kalick From: ^{ms} T FARR
Fax: 202 857 6464 Pages: 2
Phone: 202 857 6395 Date: 11/8/04
Re: State Government Leadership Phone: 410 962 4774

☒ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

• Comments:

Please fax your response back by 11/15/04



Notice of Intention to Disclose

Taxpayer name	State Government Leadership Foundation, Inc.
Mailing date of this notice	December 10, 2004
Last date to request IRS review	December 30, 2004
Last date to request delay	January 10, 2005
Last date to petition Tax Court	February 8, 2005
Date open to public inspection	Feb. 23, 2005 - Mar. 10, 2005

Section 6110 of the Internal Revenue Code provides that copies of certain rulings, technical advice memoranda, and determination letters will be open to public inspection after deletions are made. Rulings and technical advice memoranda will be open to public inspection in the Freedom of Information (FOI) Reading Room, 1111 Constitution Avenue, N.W., Washington, D.C. 20224, where they may be read and copied by anyone interested.

In accordance with section 6110, we intend to make the enclosed deleted copy of your ruling open to public inspection. We made the deletions indicated in accordance with section 6110(c), which requires us to delete:

1. The names, addresses, and other identifying details of the person the ruling pertains to, and of any other person identified in the ruling [other than a person making a "third party communication" (see back of this notice)].
2. Information specifically authorized under criteria established by an Executive Order to be kept secret in the interest of national defense or foreign policy, and which is in fact properly classified under such Executive Order.
3. Information specifically exempted from disclosure by any statute (other than the Internal Revenue Code) which is applicable to the Internal Revenue Service.
4. Trade secrets and commercial or financial information obtained from a person that are privileged or confidential.
5. Information which would constitute a clearly unwarranted invasion of personal privacy.
6. Information contained in or related to examination, operating, or condition reports prepared by, or for use of, an agency that regulates or supervises financial institutions.
7. Geological and geophysical information and data (including maps) concerning wells.

These are the only grounds for deleting material. We made the indicated proposed deletions after considering any suggestions for deletions you may have made prior to issuance of the ruling.

If You Agree with the proposed deletions you do not need to take any further action. We will place the deleted copy in the National Office FOI Reading Room on the "Date Open to Public Inspection" shown on this notice.

If You Disagree with the proposed deletions, please return the deleted copy and show, in brackets, any additional information you believe should be deleted. Include a statement supporting your position. Only material falling within the seven categories listed above may be deleted. Your statement should specify which of these seven categories is applicable with respect to each additional deletion you propose. Send your deleted copy and statement to:

Internal Revenue Service
Attention: CC:PA:LPD:DLS
Ben Franklin Station
Post Office Box 7604
Washington, DC 20044

For Paperwork Reduction Act information, see back of notice.

It must be postmarked no later than the "Last Date to Request IRS Review" shown on this notice. We will give your submission careful consideration. If we determine we cannot make any or all of the additional deletions you suggest, we will so advise you no later than 20 days after we receive your submission. You will then have the right to file a petition in the United States Tax Court if you disagree with us. Your petition must be filed no later than the "Last Date to Petition Tax Court" shown on this notice, which is 60 days after the mailing date of this notice. If a petition is filed in the Tax Court, the disputed portion(s) of the ruling will not be placed in the Reading Room until after a court decision becomes final.

If no petition is filed in the Tax Court, the deleted copy of your ruling will be made open to public inspection on the date shown on this notice. If the transaction to which the ruling relates will not be completed by then, you may request a delay of public inspection.

Request for Delay of Public Inspection

You may request a delay of public inspection of up to 90 days, or 15 days after the transaction is completed, whichever is earlier. The request for delay must be received by the IRS no later than the "Last Date to Request Delay" shown on this notice, which is 60 days after the mailing date of this notice. Send your request for delay to:

Internal Revenue Service
Attention: CC:PA:LPD:DLS
Ben Franklin Station
Post Office Box 7604
Washington, DC 20044

You may request a second delay of up to an additional 180 days (or 15 days after the completion of the transaction, whichever is earlier) if the transaction is not completed by the end of the original delay period and if good cause exists for additional delay. We must receive a request for a second delay at the above address at least 30 days before the original delay period ends.

Additional Disclosure

After the deleted copy of your ruling is placed in our Reading Room, any person may request us to make additional portions of the ruling open to public inspection. If we receive a request that involves disclosure of names, addresses, or taxpayer identifying numbers, we will deny the request and you will not be contacted. If that request involves disclosure of anything other than names, addresses, or taxpayer identifying numbers, we will contact you before taking action.

Third Party Communications

The enclosed deleted copy of your ruling may contain the notation "Third Party Communication." This indicates that IRS received a communication (written or oral) regarding your ruling request from a person outside the IRS (other than you or your authorized representative). The date of the communication and the category of the person making the contact (such as "Congressional" or "Trade Association") will be indicated.

If You Have Any Questions regarding this notice, please contact:

Internal Revenue Service
Attention: CC:PA:LPD:DLS
Ben Franklin Station
Post Office Box 7604
Washington, DC 20044
(202) 622-7570

Paperwork Reduction Act Notice -- You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by Code section 6103. The time needed to provide information if you disagree with the proposed deletions will vary depending on individual circumstances. The estimated average time is 30 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this notice simpler, we would be happy to hear from you. You can write to: Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Avenue, N.W., Washington, DC 20224. Do not send your submission to this address. Instead, send it to: **Internal Revenue Service**, Attention: CC:PA:LPD:DLS, Ben Franklin Station, Post Office Box 7604, Washington, DC 20044.

**Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements**

**Department of the Treasury
P.O. Box 2508 – EP/EO
Cincinnati, OH 45201**

Date: DEC 10 2004

Uniform Issue List No. : 501.04-03

Employer Identification Number:
20-0505849

Person to Contact – I.D. Number:
Michael Tierney - 31-07365

State Government Leadership Foundation, Inc.
900 Second St. NE, Ste. 201
Washington, DC 20002

Contact Telephone Numbers:
513-263-3674 Phone
513-263-3571 FAX

Legend:

A= Timothy J. Barnes
B= Dick Ackerman
C= Bill Howell
D= Dean Skelos
M= State Government Leadership Foundation, Inc.
N= Republican Party
O= Republican
P= Republican State Legislative Committee, Inc.
Q= District of Columbia
R= December 17, 2003
S= July 16, 2004

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

OFFICIAL USE

Postage	\$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

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Sent To
Street, Apt. No.,
or PO Box No.
City, State, ZIP+ 4

PS Form 3800, April 2002
Form 3811, August 2001

See Reverse for Instructions
Domestic Return Receipt

081 8831

ACTION ON DELIVERY

☐ Agent
☐ Addressee
C. Date of Delivery

different from item 1? ☐ Yes
any address below: ☐ No

Recognition of exemption
the Internal Revenue Code
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ation.

believes it is incorrect. To
other information to support
Organizations Appeal

**Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements**

**Department of the Treasury
P.O. Box 2508 – EP/EO
Cincinnati, OH 45201**

Date: DEC 10 2004

Uniform Issue List No. : 501.04-03

State Government Leadership Foundation, Inc.
c/o Laura Kalick
Arent Fox
1050 Connecticut Ave., NW
Washington, DC 20036-5339

Employer Identification Number:
20-0505849

Person to Contact – I.D. Number:
Michael Tierney - 31-07365

Contact Telephone Numbers:
513-263-3674 Phone
513-263-3571 FAX

Legend:

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Dear Madam:

We have considered your (hereinafter 'M's) application for recognition of exemption from Federal income tax under the provisions of section 501(c) (4) of the Internal Revenue Code of 1986 and its applicable Income Tax Regulations. Based on the available information, we have determined that M does not qualify for the reasons set forth on Enclosure I.

Consideration was given to whether M qualifies for exemption under other subsections of section 501(c) of the Code. However, we have concluded that M does not qualify under another subsection.

As M has not established exemption from Federal income tax, it will be necessary for M to file an annual income tax return on Form 1120 since it is a corporation.

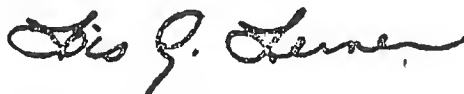
M has the right to protest this proposed determination if it believes it is incorrect. To protest, M should submit a written appeal giving the facts, law and other information to support its position as explained in the enclosed Publication 892, "Exempt Organizations Appeal

State Government Leadership Foundation, Inc.
20-0505849

Procedures for Unagreed Issues." The appeal must be submitted within 30 days from the date of this letter and must be signed by one of M's principal officers. M may request a hearing with a member of the office of the Regional Director of Appeals when it files its appeal. If a hearing is requested, M will be contacted to arrange a date for it. The hearing may be held at the Regional Office or, if M requests, at any mutually convenient District Office. If M is to be represented by someone who is not one of its principal officers, he or she must file a proper power of attorney and otherwise qualify under our Conference and Practice Requirements as set forth in Section 601.502 of the Statement of Procedural Rules. See Treasury Department Circular No. 230.

If we do not hear from M within the time specified, this will become our final determination.

Sincerely,

A handwritten signature in black ink, appearing to read "David J. Lerner". The signature is fluid and cursive, with the first name "David" and last name "Lerner" clearly legible.

Director, Exempt Organizations
Ruling and Agreements

Enclosures: 4

cc: Laura Kalick

Enclosure 1

Facts:

The information submitted indicates M was incorporated under the non-profit corporation laws of Q on R for the promotion of social welfare to:

- Assist current future and state legislators, state attorneys general and other state officeholders, as appropriate, in the United States by promoting public awareness of the roles these individuals play in shaping the country;
- Fund research, polling and seminars regarding the important issues facing states officials and other state office holders throughout the nation;
- Sponsor events promoting excellence in state government; and
- Pursue any other purposes, which a nonprofit corporation organized in Q and described in section 501(c) (4) of the code is legally entitled to pursue.

M's application states it devotes resources to forums, conferences and other means of communication and dialogue among state leaders. M provides education about the roles that state elected officials play in shaping legislation, enforcing the law, and applying the laws in state courts. M will conduct research studies, including public opinion polls, to determine the impact of the positions taken by elected state officials on the general public. The results of the polls will be discussed at the seminars and disseminated to the public.

M holds itself as being a tax-exempt organization under Section 501(c) (4) of the Code, dedicated to educating state officials on a wide range of public policy issues. M devotes resources to forums, conferences and other means of communication and dialogue among state leaders. M states: "Given the breath and depth of policy issues faced by state officials today, there has never been a greater need for an organization that provides educational materials and experiences for these influential state leaders."

M exists through the generosity of its private sector donors. Individuals, organizations and companies sharing public policy concerns on a state level find M to be an effective organization to foster a dialogue on these issues. M serves as the issue education organization that provides support to state and local office holders. Private sector donors often utilize the organization to promote, raise and discuss policy issues of concerns to them or their members.

Page 3 of M's Form 1024, item 7, indicates it does not have members, however, an enclosure in the application states the following: "Membership is available at several contribution levels. There is no limit on the type or size of contributions, and the Internal Revenue Service does not require contributors to be disclosed publicly."

State Government Leadership Foundation, Inc.
20-0505849

In support of its stated purpose, M submitted documentation of its agenda for its meetings and briefings to educate public officials, M's members, business leaders and members of political organizations. These events were attended by M's members (who may or may not also be members of P, a related political organization exempt under section 527 of the Code), issue presenters, special guests and numerous state elected officials. M's primary legal project to date is an amicus brief to the Supreme Court of the United States.

M further states in its letter dated S:

The activities of (M) are purely nonpartisan and (M) itself does not engage in any political or partisan activities. Furthermore, there is no private benefit to the N as M has no affiliation with such party. Although M has a connected political action committee ('P') whose name contains the word 'O', that organization is legally independent of the (N) and any support to (P) is completely in keeping with the Internal Revenue Code and related Income Tax Regulations. There is no partisan activity conducted at any of (M's) sponsored event. There is no publication or distribution of voter guides or voting records and no candidates are linked to the issues discussed. The forums are not intended to influence voters to consider particular issues when casting their ballot but rather, are held to discuss issues that are important to the public.

M shares space and employees with P. M's members, presenters and lecturers are elected officials (Representatives and Senators) of the N.

M's income is derived from contributions and conference fees.

Law:

Section 501(c)(4) of the Internal Revenue Code provides for the exemption from federal income tax of organizations not organized for profit but operated exclusively for the promotion of social welfare.

Section 6110(k)(3) of the Code states a written determination may not be used or cited as precedent.

Section 1.501(c)(4)-1(a)(2)(i) of the Income Tax Regulations provides that an organization is operated exclusively for the promotion of social welfare if it is primarily engaged in promoting in some way the common good and general welfare of the people of the community.

Section 1.501(c)(4)-1(a)(2)(ii) of the regulations provides that the promotion of social welfare does not include the direct or indirect participation or intervention political campaigns on behalf of or in opposition to any candidate for public office.

State Government Leadership Foundation, Inc.
20-0505849

Rev. Rul. 60-193, 1960-1 C.B. 195, held that an organization created to encourage greater participation in governmental and political affairs qualifies for recognition of exemption under section 501(c) (4) of the Code. Activities of the organization include seminars and workshops held on campuses of colleges and universities. The subject matter of these seminars related to the American political system. All lecturers, including academic political scientists and political leaders from the local and national levels, were required to maintain certain technical standards and were not allowed to advocate for any particular political group. Seminars and workshops were moderated by permanent staff personnel of the organization in order to prevent them from becoming partisan in character.

Rev. Rul. 73-306, 1973-2 C. B. 179, provides that an organization formed for the purpose of promoting the common interest of tenants who reside in an apartment complex did not qualify for exemption under section 501(c)(4) of the Code. Any person regularly living in the complex is eligible for membership. The organization represented its member-tenants in negotiations with the management of the complex in order to secure better maintenance and services, and reasonable rentals. This revenue ruling concludes that this organization was operated to benefit its members and was not primarily engaged in activities that promote the common good and general welfare of the community.

In contrast, Rev. Rul. 80-206, 1980-2 C. B. 185, provides that an organization formed to promote the legal rights of all tenants in a community qualifies for exemption under section 501(c)(4) of the Code.

Rev. Rul. 73-349, 1973-2 C. B. 179, holds that an organization formed to purchase groceries for its members at the lowest possible prices on a cooperative basis is not exempt under section 501(c)(4) of the Code. Each member paid for the cost of food ordered plus a monthly service charge which defrayed the organization's expenses. The organization was a cooperative enterprise for the economic benefit or convenience of its members. This revenue ruling states that the organization was operated primarily for the benefit of members and not to promote the common good and general welfare of the community.

Rev. Rul 75-286, 1975-2 C. B. 210, describes an organization that was formed by the residents of a city block to preserve and beautify that block, to improve all public facilities within the block, and to prevent physical deterioration of the block. Its activities consisted of paying the city government to plant trees on public property within the block, organizing residence to pick up litter and refuse in the public streets and on public sidewalks within the block, and encouraging residents to take an active part in beautifying the block by placing shrubbery in public areas.

Much of the public area improved by the organization was part of the public roadway lying between the sidewalk and the street in front of private property owned by members of the organization. Membership in the organization was restricted to residence of the block and those owning property or operating businesses there.

State Government Leadership Foundation, Inc.
20-0505849

This revenue ruling concludes that the organization did not qualify for exemption under section 501(c) (3) of the Code but did qualify for exemption under section 501(c) (4). It states that because the activities enhanced the value of the members' property rights, the organization served the private interests of its members and did not qualify for exemption under section 501(c)(3). It states also that while the organization's activities were benefiting its members there was sufficient benefit conferred upon the community as a whole. Although private benefit did exist to the members, the primary benefit was to the community. Therefore, the organization was not operated primarily for the benefit of members but primarily to promote social welfare.

Rev. Rul. 76-456, 1976-2 C.B. 151 held that an organization formed for the purpose of elevating the standards of ethics and morality that prevail in the conduct of campaigns for election to public office at the national, state, and local levels. On a nonpartisan basis the organization collected, collated, and disseminated information concerning general campaign practices through the press, radio, television, mail and public speeches. In addition, the organization furnished "teaching aids" to political science and civic teachers to help stress the need for ethical conduct in political campaigns. Exemption was granted because the activities of the organization were conducted on a nonpartisan basis.

In *American Campaign Academy v. Commissioner*, 92 T.C. 1053 (1989), an organization was formed for charitable and educational purposes. The organization's primary activity was to operate a school. The school trained individuals for careers as political campaign professionals. Prior to the formation of the organization, the National Republican Congressional Committee (NRCC) sponsored programs designed to train candidates and subsequently place campaign professionals in Republican campaigns.

The organization stated it was an outgrowth of the programs operated by the NRCC. NRCC contributed the physical assets, such as furniture and computer hardware, to the organization. Two of the organization's full-time faculty was previously involved in the NRCC's training program. One of the organization's three initial directors was the executive director of the NRCC. The organization did not train candidates or participate in, or intervene in, any political campaign on behalf of any candidate. Neither did the organization engage in any activities tending to influence legislation. Applicants were required to provide the organization with professional references. While applicants were not required to formally declare their political affiliation to attend the school, such affiliation could be deduced from the campaign experiences and political references contained in the applications. Graduates of the school were employed by various Republican organizations. No graduate was known to have any affiliation with any domestic political party other than the Republican Party.

The court concluded that the organization's activities benefited the private interests of Republican entities and candidates more than incidentally. The organization, thus, served a substantial nonexempt purpose. Although the school had a legitimate educational program, the Court held that the school conducted its educational activities with the partisan objective of benefiting the interests of the Republican Party as evidenced by:

State Government Leadership Foundation, Inc.
20-0505849

- 1) the composition of the school's board of directors,
- 2) the failure of the school to counterbalance the Republican party focus of its curriculum with comparable studies of the Democratic or other political parties,
- 3) the incorporation of the school by the General Counsel of the National Republican Congressional Committee, an unincorporated association comprised of Republican members of the House of Representatives; and ,
- 4) a lack of showing by the school that its graduates served in Congressional and Senatorial campaigns of candidates from both major political parties in substantial numbers.

In *Commissioner v. Lake Forest, Inc.*, 305 F.2d 814 (4th Cir. 1962), a corporation was organized for the purpose of purchasing a government housing project and converting it to cooperative nonprofit housing for its members. Membership in the corporation was established by the purchase of a corporate share which allowed the purchaser an apartment unit. The court held that the organization was not described in section 501(c) (4) of the Code because the operation was a private self help enterprise with only incidental benefit to the community.

In *Contracting Plumbers Cooperative Restoration Corp. v. United States*, 488 F. 2d 684 (2d Cir. 1973), cert. denied, 419 U.S. 827 (1974), plumbers working in New York City were responsible for the cuts they made in the city streets. Prior to the organization's existence, the city had repaired the cuts and billed the plumbers individually. This system proved to be highly inefficient. The organization was formed as a cooperative in order to restore the city streets. It only repaired cuts made by members. The joint effort of the plumbers reduced their liability and their expenses. While the court found the program to be highly beneficial, it concluded that the organization principally served the private economic interests of its members and, thus, could not be considered exempt under section 501(c)(4) of the Code.

Analysis:

Promoting Social Welfare

In order to qualify for exemption under 501(c) (4) of the Code, an organization must be primarily engaged in activities that promote social welfare. The promotion of social welfare may include activities that educate the public or lobby public officials or both. Exemption is not dependent on the point of view of the educational material or the issue being lobbied. In contrast to lobbying and educational activities, partisan political activity does not promote social welfare as defined in section 501(c) (4) of the Code. Such activity promotes the interests of one political fraction. An organization engaging in such activity is engaged not merely in the clash of ideas, but in a contest for power.

State Government Leadership Foundation, Inc.
20-0505849

Based on the information M submitted, it appears that it is a partisan issues-oriented organization. Specifically, M's activities are designed to promote the N. This partisanship is exhibited in the key officers and personnel that founded and operate M. For example, A, is the Chairman, President and Executive Director of M and has been a high-ranking official of various organizations related to N such as its national committee and its national senatorial committee. Most of M's current board of directors are affiliated or identified with the N. Evidence submitted indicates that M's speakers are representatives of the N, which is also supported by M's financial support. The information M disseminates to the attendees reflect a political partisanship toward the N.

The information M has submitted indicates it is a partisan organization and that its activities are partisan in nature. Although M states: "...membership in (M) is open to any member of the public, regardless of party affiliation" and that "...in fact, there are members of both major political parties who belong to (M)," the primary attendants are members of the N discussing topics and issues of concern to the N. This fact is supported by M's sponsored meeting agendas.

Unlike the organization described in Rev. Rul. 60-193 and 76-456 *supra*, which encouraged participation in the political process by explaining the process on a nonpartisan basis, M was created for the partisan objective of promoting the platform of and politics associated with the N. Based upon the above facts and circumstances, we conclude that because of M's partisan nature, M is not engaged in activities that promote the social welfare.

Operating Exclusively to Benefit the Whole Community.

An organization exempt under section 501(c) (4) of the Code must be promoting the common good and general welfare of the whole community. Benefiting select individuals or groups, instead of the community as a whole, are contrary to this requirement (see Rev. Rul 75-286 *supra*). For example, the tenants' organization described in Rev. Rul. 73-306 is distinguishable from the one described in Rev. Rul. 80-206 in that its activities are directed primarily toward benefiting its member-tenants rather than all tenants in the community. (See e.g., Rev. Rul. 73-349, *Lake Forest, Inc.*; and *Contracting Plumbers Cooperatives*.) Therefore a sufficient amount of benefit to select individuals will preclude an organization that would otherwise qualify for exemption from being described in section 501(c) (4).

This private benefit standard is also demonstrated in the *American Campaign Academy*, *supra*, and is relevant here. In that case, the court held that an organization created to serve a particular faction in the political spectrum was not exempt under section 501(c) (3) of the Code because its activities benefited the private interest of that particular faction. The private benefit standard used in *American Campaign Academy* is similar under section 501(c) (4). The difference is in the weighing of the private benefits (i.e. the amount of private benefits), not the standard. (See e.g. Rev. Rul. 75-286 *supra*.)

State Government Leadership Foundation, Inc.
20-0505849

The information M submitted clearly indicates that it, like the organization described in *American Campaign Academy*, is operated primarily for the benefit of a select group. This select group consists of the N and politicians, attorney generals, etc. affiliated with the N. Political identification with the N was strengthened when individuals participated in M's forums and conferences, such as M's sponsored political breakfast and restricted cloak room/leadership board receptions.

This conclusion is supported by M's orientation toward the N, which is demonstrated in the history, creation, control and operation of M's organization. As illustrated in the information M disseminates, the word "O" is used throughout its publications. The speakers or participants that M invites to its forums are identified or affiliated with the N. For example, State Senator B, State Delegate C, and State Senator D are current N office holders. M has not indicated whether individuals affiliated with other political parties were invited to be speakers at its forums. The control of M resides with individuals who are members of or affiliated with the N.

Although M cites several General Counsel Memoranda (GCM) in support of its position that it is exempt under section 501(c)(4) of the Code, per section 6110(k)(3) of the Code, said GCMs cannot be cited as precedent.

CONCLUSION

In summary, we conclude that M is not operated primarily to promote social welfare because it is a partisan issues-oriented organization and its activities are partisan in nature. In addition, we conclude that M's activities also substantially benefit the N and politicians affiliated with it. Accordingly, M does not qualify for recognition of exemption under section 501(c)(4) of the Code.

**Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements**

**Department of the Treasury
P.O. Box 2508 – EP/EO
Cincinnati, OH 45201**

Date: DEC 10 2004

Uniform Issue List No. : 501.04-03

Employer Identification Number:

Person to Contact – I.D. Number:

Contact Telephone Numbers:

Legend:

A= Individual
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C= State Delegate
D= State Senator #2
M= Applicant
N= Political Party
O= Shortened Name of Political Party
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R= Date #1
S= Date #2

Dear Sir or Madam:

We have considered your (hereinafter 'M's) application for recognition of exemption from Federal income tax under the provisions of section 501(c) (4) of the Internal Revenue Code of 1986 and its applicable Income Tax Regulations. Based on the available information, we have determined that M does not qualify for the reasons set forth on Enclosure I.

Consideration was given to whether M qualifies for exemption under other subsections of section 501(c) of the Code. However, we have concluded that M does not qualify under another subsection.

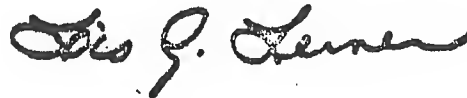
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If M is in agreement with our proposed denial, please have an officer or a member of its board of directors sign and return one copy of the enclosed Form 6018, Consent to Proposed Adverse Action.

M has the right to protest this proposed determination if it believes it is incorrect. To protest, M should submit a written appeal giving the facts, law and other information to support its position as explained in the enclosed Publication 892, "Exempt Organizations Appeal Procedures for Unagreed Issues." The appeal must be submitted within 30 days from the date of this letter and must be signed by one of M's principal officers. M may request a hearing with a member of the office of the Regional Director of Appeals when it files its appeal. If a hearing is requested, M will be contacted to arrange a date for it. The hearing may be held at the Regional Office or, if M requests, at any mutually convenient District Office. If M is to be represented by someone who is not one of its principal officers, he or she must file a proper power of attorney and otherwise qualify under our Conference and Practice Requirements as set forth in Section 601.502 of the Statement of Procedural Rules. See Treasury Department Circular No. 230.

If we do not hear from M within the time specified, this will become our final determination.

Sincerely,

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Director, Exempt Organizations
Ruling and Agreements

Enclosures: 3

Enclosure 1

Facts:

The information submitted indicates M was incorporated under the non-profit corporation laws of Q on R for the promotion of social welfare to:

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M further states in its letter dated S:

The activities of (M) are purely nonpartisan and (M) itself does not engage in any political or partisan activities. Furthermore, there is no private benefit to the N as M has no affiliation with such party. Although M has a connected political action committee ('P') whose name contains the word 'O', that organization is legally independent of the (N) and any support to (P) is completely in keeping with the Internal Revenue Code and related Income Tax Regulations. There is no partisan activity conducted at any of (M's) sponsored event. There is no publication or distribution of voter guides or voting records and no candidates are linked to the issues discussed. The forums are not intended to influence voters to consider particular issues when casting their ballot but rather, are held to discuss issues that are important to the public.

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This revenue ruling concludes that the organization did not qualify for exemption under section 501(c) (3) of the Code but did qualify for exemption under section 501(c) (4). It states that because the activities enhanced the value of the members' property rights, the organization served the private interests of its members and did not qualify for exemption under section 501(c)(3). It states also that while the organization's activities were benefiting its members there was sufficient benefit conferred upon the community as a whole. Although private benefit did exist to the members, the primary benefit was to the community. Therefore, the organization was not operated primarily for the benefit of members but primarily to promote social welfare.

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In *American Campaign Academy v. Commissioner*, 92 T.C. 1053 (1989), an organization was formed for charitable and educational purposes. The organization's primary activity was to operate a school. The school trained individuals for careers as political campaign professionals. Prior to the formation of the organization, the National Republican Congressional Committee (NRCC) sponsored programs designed to train candidates and subsequently place campaign professionals in Republican campaigns.

The organization stated it was an outgrowth of the programs operated by the NRCC. NRCC contributed the physical assets, such as furniture and computer hardware, to the organization. Two of the organization's full-time faculty was previously involved in the NRCC's training program. One of the organization's three initial directors was the executive director of the NRCC. The organization did not train candidates or participate in, or intervene in, any political campaign on behalf of any candidate. Neither did the organization engage in any activities tending to influence legislation. Applicants were required to provide the organization with professional references. While applicants were not required to formally declare their political affiliation to attend the school, such affiliation could be deduced from the campaign experiences and political references contained in the applications. Graduates of the school were employed by various Republican organizations. No graduate was known to have any affiliation with any domestic political party other than the Republican Party.

The court concluded that the organization's activities benefited the private interests of Republican entities and candidates more than incidentally. The organization, thus, served a substantial nonexempt purpose. Although the school had a legitimate educational program, the Court held that the school conducted its educational activities with the partisan objective of benefiting the interests of the Republican Party as evidenced by:

- 1) the composition of the school's board of directors,

- 2) the failure of the school to counterbalance the Republican party focus of its curriculum with comparable studies of the Democratic or other political parties,
- 3) the incorporation of the school by the General Counsel of the National Republican Congressional Committee, an unincorporated association comprised of Republican members of the House of Representatives; and ,
- 4) a lack of showing by the school that its graduates served in Congressional and Senatorial campaigns of candidates from both major political parties in substantial numbers.

In *Commissioner v. Lake Forest, Inc.*, 305 F.2d 814 (4th Cir. 1962), a corporation was organized for the purpose of purchasing a government housing project and converting it to cooperative nonprofit housing for its members. Membership in the corporation was established by the purchase of a corporate share which allowed the purchaser an apartment unit. The court held that the organization was not described in section 501(c) (4) of the Code because the operation was a private self help enterprise with only incidental benefit to the community.

In *Contracting Plumbers Cooperative Restoration Corp. v. United States*, 488 F. 2d 684 (2d Cir. 1973), cert. denied, 419 U.S. 827 (1974), plumbers working in New York City were responsible for the cuts they made in the city streets. Prior to the organization's existence, the city had repaired the cuts and billed the plumbers individually. This system proved to be highly inefficient. The organization was formed as a cooperative in order to restore the city streets. It only repaired cuts made by members. The joint effort of the plumbers reduced their liability and their expenses. While the court found the program to be highly beneficial, it concluded that the organization principally served the private economic interests of its members and, thus, could not be considered exempt under section 501(c)(4) of the Code.

Analysis:

Promoting Social Welfare

In order to qualify for exemption under 501(c) (4) of the Code, an organization must be primarily engaged in activities that promote social welfare. The promotion of social welfare may include activities that educate the public or lobby public officials or both. Exemption is not dependent on the point of view of the educational material or the issue being lobbied. In contrast to lobbying and educational activities, partisan political activity does not promote social welfare as defined in section 501(c) (4) of the Code. Such activity promotes the interests of one political fraction. An organization engaging in such activity is engaged not merely in the clash of ideas, but in a contest for power.

Based on the information M submitted, it appears that it is a partisan issues-oriented organization. Specifically, M's activities are designed to promote the N. This partisanship is exhibited in the key officers and personnel that founded and operate M. For example, A, is the

Chairman, President and Executive Director of M and has been a high-ranking official of various organizations related to N such as its national committee and its national senatorial committee. Most of M's current board of directors are affiliated or identified with the N. Evidence submitted indicates that M's speakers are representatives of the N, which is also supported by M's financial support. The information M disseminates to the attendees reflect a political partisanship toward the N.

The information M has submitted indicates it is a partisan organization and that its activities are partisan in nature. Although M states: "...membership in (M) is open to any member of the public, regardless of party affiliation" and that "...in fact, there are members of both major political parties who belong to (M)," the primary attendants are members of the N discussing topics and issues of concern to the N. This fact is supported by M's sponsored meeting agendas.

Unlike the organization described in Rev. Rul. 60-193 and 76-456 supra, which encouraged participation in the political process by explaining the process on a nonpartisan basis, M was created for the partisan objective of promoting the platform of and politics associated with the N. Based upon the above facts and circumstances, we conclude that because of M's partisan nature, M is not engaged in activities that promote the social welfare.

Operating Exclusively to Benefit the Whole Community.

An organization exempt under section 501(c) (4) of the Code must be promoting the common good and general welfare of the whole community. Benefiting select individuals or groups, instead of the community as a whole, are contrary to this requirement (see Rev. Rul 75-286 supra). For example, the tenants' organization described in Rev. Rul. 73-306 is distinguishable from the one described in Rev. Rul. 80-206 in that its activities are directed primarily toward benefiting its member-tenants rather than all tenants in the community. (See e.g., Rev. Rul. 73-349, *Lake Forest, Inc*; and *Contracting Plumbers Cooperatives*.) Therefore a sufficient amount of benefit to select individuals will preclude an organization that would otherwise qualify for exemption from being described in section 501(c) (4).

This private benefit standard is also demonstrated in the *American Campaign Academy*, supra, and is relevant here. In that case, the court held that an organization created to serve a particular faction in the political spectrum was not exempt under section 501(c) (3) of the Code because its activities benefited the private interest of that particular faction. The private benefit standard used in *American Campaign Academy* is similar under section 501(c) (4). The difference is in the weighing of the private benefits (i.e. the amount of private benefits), not the standard. (See e.g. Rev. Rul. 75-286 supra.)

The information M submitted clearly indicates that it, like the organization described in *American Campaign Academy*, is operated primarily for the benefit of a select group. This select group consists of the N and politicians, attorney generals, etc. affiliated with the N. Political identification with the N was strengthened when individuals participated in M's forums and

conferences, such as M's sponsored political breakfast and restricted cloak room/leadership board receptions.

This conclusion is supported by M's orientation toward the N, which is demonstrated in the history, creation, control and operation of M's organization. As illustrated in the information M disseminates, the word "O" is used throughout its publications. The speakers or participants that M invites to its forums are identified or affiliated with the N. For example, State Senator B, State Delegate C, and State Senator D are current N office holders. M has not indicated whether individuals affiliated with other political parties were invited to be speakers at its forums. The control of M resides with individuals who are members of or affiliated with the N.

Although M cites several General Counsel Memoranda (GCM) in support of its position that it is exempt under section 501(c)(4) of the Code, per section 6110(k)(3) of the Code, said GCMs cannot be cited as precedent.

CONCLUSION

In summary, we conclude that M is not operated primarily to promote social welfare because it is a partisan issues-oriented organization and its activities are partisan in nature. In addition, we conclude that M's activities also substantially benefit the N and politicians affiliated with it. Accordingly, M does not qualify for recognition of exemption under section 501(c)(4) of the Code.

January 14, 2005

Laura Kalick
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VIA FACSIMILE – 513-263-3571

Internal Revenue Service
Director, Exempt Organizations Rulings and Agreements
Department of the Treasury
P.O. Box 2508-EP/EO
Cincinnati, OH 45201
Attention: Michael Tierney - 31-07365

Re: State Government Leadership Foundation, Inc.—EIN 20-0505849

Dear Mr. Tierney:


This letter is written pursuant to the power of attorney on file in your office permitting me to represent the above captioned organization.

In response to your letter dated December 10, 2004 proposing to deny exempt status under IRC 501(c)(4) to The State Government Leadership Foundation, Inc. (SGLF), SGLF is in complete disagreement with your proposed denial. SGLF is strongly protesting the proposed determination because it is based on a misunderstanding of the facts. SGLF respectfully requests that you reconsider the proposed denial of exemption since the organization is organized and operated exclusively for social welfare purposes and there is no private benefit to the Republican Party or any other political party or group or individual.

Attached is a written appeal stating the facts, law and other information supporting our position. We welcome the opportunity to discuss this case with IRS. In addition, we request you seek technical advice from the National Office as there is a strong reason to believe non-uniformity will exist if you deny this appeal (See Rev. Proc. 2005-5; 2005-1 IRB 170).

We respectfully request that you contact us for a conference with regard to this matter and that we be entitled to all conferences allowed under the IRS procedures. Please call me at 202-857-6464 to discuss this matter further. Best regards.

Sincerely,



Laura Kalick

Appeal Regarding

Proposed Denial of 501(c)(4) Exemption for the State Government Leadership Foundation, Inc.

1. The organization's name, address, and employer identification number are as follows:

State Government Leadership Foundation, Inc.
900 Second Street, NE
Suite 201
Washington, DC 20002
Employer Identification Number 20-0505849

2. A statement that the organization wants to appeal the determination:

State Government Leadership Foundation, Inc. (SGLF) appeals the determination and respectfully requests the Internal Revenue Service (IRS or Service) reconsider its proposed denial of exemption pursuant to IRC 501(c)(4) since the organization is organized and operated exclusively for social welfare purposes and there is no private benefit to the Republican Party or any other political party, group or individual.

Furthermore, other similarly situated organizations have received favorable determination letters as IRC 501(c)(4) organizations and to deny exemption to SGLF violates the First Amendment of the Constitution of the United States and constitutes non-uniform discriminatory treatment.

Finally, the authority that the IRS has relied upon to deny exemption to SGLF under 501(c)(4), namely *American Campaign Academy v. Commissioner*, 92T.C. 1053 (1989), is not applicable to the case of SGLF as *American Campaign Academy* involved an organization that sought to maintain exemption pursuant to IRC 501(c)(3).

3. The date and symbols in the determination letter are:

December 10, 2004, Uniform Issue List No.: 501.04-03

4. *A statement of facts supporting the organization's position in any contested factual issue:*

Facts Supporting The Organization's Position

The State Government Leadership Foundation (SGLF), like its name suggests, was formed to create leadership and excellence in State government. The SGLF conducts non-partisan research, and hosts educational roundtable meetings with elected officials and the business community. The SGLF selects topics for the issue briefings at regular meetings of the Board where current issues of importance to State Governments are discussed.¹ These decisions are made independently and not in coordination with any other organization.

SGLF uses publicly available lists of individuals and corporations to seek voluntary donations to support its mission. The SGLF does not have "members" in the legal sense but often refers to its supporters as "members" for lack of a better term.² Membership in the SGLF is not restricted. A donor to the SGLF is not required or prohibited from belonging to any other group.

It may be useful to describe what the SGLF *is not*. The SGLF:

- Is not affiliated with the Republican Party in any way;
- Does not meet with or coordinate its activities with the Republican Party;
- Does not make contributions to, or accept contributions from, the Republican Party;
- Does not participate in political campaigns, elections or publish electioneering messages on behalf of any candidate or party;
- Does not invite Representatives of the Republican Party to speak at its events, and
- Does not participate in the Republican Party platform, does not recruit or train Republican candidates, does not fundraise for Republican candidates, and does not coordinate its issue selection or policy positions with the Republican Party.

¹ For example, the State of Maryland has recently endured a divisive debate gubernatorial veto and legislative override regarding medical malpractice reform. (Copies of recent articles attached.) The SGLF will use that experience to discuss medical malpractice trends and how States should (and should not) handle the debate.

² There are no "members" who have any voting rights in SGLF. They are merely called members for fundraising purposes. Organizations such as the Smithsonian Institution employ the same fundraising nomenclature to attract contributions and enthusiasm about its programs.

For the IRS to suggest or conclude otherwise could place the Republican Party in violation of tax and election laws. The Republican Party has nothing to do with us, nor do we want to have anything to do with them.

Rather, the SGLF was created to fulfill a non-partisan mission of promoting better understanding of important issues pending before State governments. Just as there are many 501(c)(4) organizations doing this on the federal level, the SGLF does this on a State level.

Recent factual developments for the SGLF include:

- Nomination of Andrew Miller, the former *Democratic* Attorney General of the Commonwealth of Virginia to the SGLF Board.
- The decision into publish a Sourcebook on State campaign finance laws, and possibly State ethics laws and lobbying regulations;
- To focus on (1) Campaign Finance Reform,³ (2) Tort Reform and (3) State Medical Programs as its primary research issues for 2005.

Correction of Contested Facts

The IRS letter dated December 10, 2004 states several facts, which are inaccurate. The IRS has made incorrect conclusions based on these inaccurate facts. Quotes from the IRS letter are put forth below in italicized letters.

(1) The IRS Letter states on page 2, paragraph 2, second sentence:

M's members, presenters and lecturers are elected officials (Representatives and Senators) of the N.

Correction (1):

There is no requirement members, presenters or lecturers be affiliated with the Republican Party or be limited to Representatives and Senators. Just the opposite, presenters and lecturers are chosen based on their expertise, not their party affiliation. In fact, the SGLF does not invite Representatives of the Republican Party to speak at its events.

For example, the Issue Briefing held September 15, 2003 at the headquarters of a major national insurance company on the topic of "Insurance & Modern Market Principles" the presenters were a state senator, a state representative, and three speakers from insurance companies including CNA, Allstate Insurance and USAA..

³ This is a continuation of a prior project. In 2003, the SGLF's primary legal project was drafting an Amicus Brief to the United States Supreme Court on the effects on McCain – Fiengold on State Law.

At the Spring 2004 meeting on "Securities Regulation: Sarbanes-Oxley and Resulting State Trends" speakers included three state attorney generals, the Immediate past chair of the American Institute of Certified Public Accountants (AICPA) and an official from the US Chamber of Commerce.

Other Agendas that SGLF provided to IRS further document the expertise of the speakers, e.g., individuals from the American Petroleum Institute have spoken about energy issues; individuals from the International Food Information Council, the Grocery Manufacturers of America and the Cato Institute have spoken at the issue briefing on the Food Industry and individuals from the National Association of Chain Drug Stores spoke at the Healthcare Issue Briefing.

As shown in the July 1, 2004 submission to IRS listing the contributors/members to SGLF, there is no basis to conclude the contributors are members of the Republican Party. In fact, a partial list of those who were identified (because they have paid certain sums) includes the following, all of whom have no particular political party affiliation:

- American Express Travel Related Services
- American Insurance Association PAC
- American Tort Reform Association
- Ameritrust Mortgage Company
- AstraZeneca Pharmaceuticals LP
- Bank One Corporation
- Barr Laboratories
- Blue Cross Blue Shield of Michigan
- Burlington Northern Santa Fe Corporation
- CarMax Auto Superstores, Inc.
- Center for Energy and Economic Development
- Citigroup Business Services
- Coast Hotels and Casinos, Inc.
- Dickstein Shapiro Morin & Oshinsky
- Edison Electric Institute
- Electronic Data Systems
- Eli Lilly and Company
- Enwistie & Cappucci LLP
- Exxon-Mobil Corporation
- First Energy Corporation
- Mandalay Resort Group

(2) The IRS letter states on page 5, last paragraph:

Based on the information M submitted, it appears that it is a partisan issues-oriented organization. Specifically, M's activities are designed to promote the N.

Correction (2):

SGLF is not designed to promote the Republican Party, but rather is designed to educate the public, including elected officials, the United States Supreme Court, and business leaders on important social, legal and economic issues. The SGLF does not want to nor does it intend to promote the Republican Party. That job is for Republican organizations. Instead, we select and discuss issues in a non-partisan manner. Importantly, the SGLF does not discuss Republican candidates at its meetings.

(3) The IRS letter states on page 6, first paragraph:

Evidence submitted indicates that M's speakers are representatives of the N, which is also supported by M's financial support.

Correction (3):

This is completely wrong. The SGLF makes no contributions to the Republican Party. And as stated in correction (1), our speakers come from a wide range of backgrounds, except they are not representatives of the Republican Party.

(4) The IRS letter states on page 6, paragraph 2:

The information M has submitted indicates it is a partisan organization and that its activities are partisan in nature.

Correction (4):

The information submitted does not indicate that SGLF is a partisan organization. IRS has defined "partisan organization" to mean an organization that limits its membership to a particular group and is engaged in a contest for power.⁴ In contrast, SGLF does not limit or

⁴ The IRS has defined elements of a "partisan organization" in Denial Exemption Letter 20044008E (attached for your convenience) where IRS states:

The information you submitted indicates that you are a partisan organization and that your activities are partisan in nature. Participation in your leadership-training program is limited to registered members of the * * * who are sponsored by members of the * * *. Although you have a legitimate educational program, you conduct your activities for the benefit of the * * *. Your activities are chosen for their benefit to the * * * and its members who wish to run for public office on the * * * ticket or hold appointive office.

restrict its membership to a particular group and is engaged in educational activities and conceivably lobbying activities. It has no activities related to campaigns or elections.

(5) The IRS letter states on page 6, paragraph 3:

M was created for the partisan objective of promoting the platform of and politics associated with the N.

Correction (5):

SGLF was not created for the partisan objective of promoting the platform of and politics associated with the Republican Party. Rather, SGLF was created to promote public debate about social and economic issues facing the citizens of the United States.

The SGLF Issue Briefings have included the following topics: Insurance and Modern Market Principles; Working with Attorneys General: Building Effective Partnerships Briefing; Securities Regulation: Sarbanes-Oxley and Resulting State Trends Briefing; Issue Briefing, "The New Medicare Prescription Drug Benefit and State Price Control Issues"; Issue Briefing: "State Lobbying Best Practices from a Legislator's Perspective"; Energy Issue Briefing—Part I: Pricing Issues; Energy Issue Briefing—Part II: Clean Air Act Update; Food Industry Issue Briefing; Healthcare Issue Briefing.

In addition, SGLF has begun task forces to study issues such as Pharmaceuticals and Healthcare Reform, Securities Regulation; Energy Issues and the Asbestos Litigation Crisis.

(6) The IRS letter states on page 7, paragraph 1:

M . . . is operated primarily for the benefit of a select group. . . such as M's sponsored political breakfast and restricted cloakroom/leadership board receptions.

Correction (6):

This is completely wrong. The SGLF did not sponsor a political breakfast and restricted cloakroom/leadership board receptions. Those events were paid for by the RSLC, a separate 527 political organization.

The RSLC pays political expenses for self-identified Republicans such as Convention expenses, political breakfasts and restricted meetings with candidates. The SGLF does not pay anyone's political expenses. In fact, it does not pay any member's expenses at all. Instead, the SGLF charges conference fees from donors so it can host non-partisan issue forums. Anyone can join the SGLF and participate in these roundtable discussions with business leaders and elected officials. Further, members of the SGLF receive no private economic benefits.

Belonging to the SGLF does not entitle the donor to any restricted promotions or privately issued materials or benefits.

In summary, the IRS has overlooked some facts about the SGLF and has confused some RSLC activities with SGLF activities. RSLC political activities are completely separate from, and not financed by, the SGLF. The SGLF promotes social welfare by operating in the public interest in an open and non-partisan way. It is simply wrong as a matter of fact that the SGLF activities are political or substantially benefit the Republican Party.

On the basis of these factual corrections, the IRS should qualify the SGLF for exemption under Section 501(c)(4) of the Code.

5. *A statement outlining the law or other authority the organization is relying on.*

Social Welfare

IRC 501(c)(4) provides for the exemption from federal income tax of civic leagues or organizations not organized for profit but operated exclusively for the promotion of social welfare.

Section 1.501(c)(4)-1(a)(2) of the Income Tax Regulations provides that an organization is operated exclusively for the promotion of social welfare if it is primarily engaged in promoting in some way the common good and general welfare of the people of the community. An organization embraced within this section is one that is operated primarily for the purpose of bringing about civic betterment and social improvements.

The concepts of "social welfare" and "charity" are not mutually exclusive. "Charity" includes the term educational for purposes of IRC 501(c)(3). If an educational organization is an "action" organization it will not qualify under IRC 501(c)(3) but may qualify under IRC 501(c)(4).

Section 1.501(c)(3)-1(d)(3)(i) of the Income Tax Regulations provides that the term "educational" relates to:

- a. The instruction or training of the individual for the purpose of improving or developing his capabilities; or
- b. The instruction of the public on subjects useful to the individual and beneficial to the community.

Section 1.501(c)(3)-1(d)(3)(ii) of the Regulations sets forth examples of organizations that are educational if they otherwise meet the requirements of IRC 501(c)(3), including (Example (2) an organization whose activities consist of presenting public discussion groups, forums, panels, lectures, or other similar programs. An organization may be educational even

though it advocates a particular position or viewpoint so long as it presents a sufficiently full and fair exposition of the pertinent facts as to permit an individual or the public to form an independent opinion or conclusion. On the other hand, an organization is not educational if its principal function is the mere presentation of unsupported opinion.

As indicated by the long list of industry experts and other policy experts who present briefings of issues at SGLF conferences, it would be simply wrong to say that they are presenting unsupported opinion.

Private Benefit

1. An organization that is operated essentially for the private benefit of its members is not primarily engaged in activities for the common good and general welfare of the people of the community. See *Rev. Rul. 73-306, 1973-2 C.B. 179*.

Rev. Rul. 80-107, 1980-1 C.B. 117, discusses the concept of private benefit. The issue was whether an organization of individuals and institutions, (1) having beneficial interests in shares of any public utility located in the state, (2) that was formed to promote the interests of the public utility industry and its stockholders by (3) preparing and filing statements relating to public utility matters pending before state and federal agencies and legislative bodies and (4) by publishing a newsletter about matters affecting the stockholders, qualified for exemption under section 501(c)(4) of the Code. The IRS found that the organization did not qualify for exemption because the primary beneficiaries of the organization's activities were its members, together with other individuals who own shares in the public utility companies of the state. Therefore, the organization was primarily operated to serve private interests rather than the interest of the community as a whole.

In the case of SGLF, an individual makes a voluntary donation to participate in the conferences. Any person, regardless of his or her political affiliation, can participate, and state officials are invited to attend without charge. The opportunity for the state officials to attend and to hear the discussion of issues important to the public is educational, and benefits the entire community and promotes social welfare.

Rev. Rul. 78-132, 1978-1 C.B. 157, also discusses the private benefit issue regarding IRC 501(c)(4) exemption. The facts were:

The organization was formed to facilitate the exchange of personal services among members. Services available to members are listed by the organization, and include home maintenance, minor repairs and transportation. Membership is open to all individuals in a particular community. Each member informs the organization of those services that he can perform. When a member needs a particular service, he contacts the organization, which provides the member with a list of other members who are capable of performing the needed service. The

member needing the service selects a member to perform the service. No monetary payment is made for the service performed. Instead, the service is evaluated in terms of credit hours, and the two members inform the organization of the transaction. The organization keeps records of all transactions among members, and lists the number of credit hours earned or owned by each member.

IRS held in Rev. Rul. 78-132 as follows:

The organization here described is a private cooperative enterprise for the economic benefit of the members. Such organizations have been held not to be exempt as social welfare organizations. For example, *Rev. Rul. 73-349, 1973-2 C.B. 179*, holds that an organization formed to purchase groceries for its membership at the lowest possible prices on a cooperative basis is not exempt under section 501(c)(4) of the Code. In *Commissioner v. Lake Forest, Inc.*, 305 F.2d 814 (4th Cir. 1962), it was held that a corporation that provided housing on a cooperative basis lacked the necessary requirements of an organization described in section 501(c)(4) of the Code. The court held the operation to be a private self-help enterprise with only an incidental benefit to the community as a whole.

In contrast there is no private, physical or financial benefit to being a donor to SGLF. Instead, SGLF benefits the community as a whole by holding discussions of issues that are of concern to the entire community such as Medicare reform, energy policy, pharmaceutical safety, insurance issues, asbestos litigation and tort reform. Furthermore, by inviting state officials who are elected by the public, the whole public benefits. The important distinction between SGLF and the organizations in the cited revenue rulings that were denied IRC 501(c)(4) status is that SGLF's activities do not benefit a small class of persons, nor the Republican Party, but rather government officials and an unlimited class of the public.

2. In the proposed denial letter the IRS cites *American Campaign Academy*, ("ACA") 92 T.C. 1053 (1989) for the proposition that an organization that is involved in partisan activities cannot achieve IRC 501(c)(4) status because such activities constitute more than an insubstantial amount of private benefit.

The Applicant's case is legally distinguishable from ACA because that case involved an IRC 501(c)(3) application and SGLF has applied for exemption under IRC 501(c)(4). Organizations exempt under 501(c)(4) are generally allowed greater latitude than allowed organizations exempt under 501(c)(3). For example, an organization exempt under 501(c)(4) may engage in *substantial* non-exempt activities since the test for exemption is one of primary activities.

The SGLF is also factually distinguishable from ACA. The best way to demonstrate this is by using the IRS analysis⁵ in the PFF course case, an organization that involved Newt Gingrich. There, PFF was granted 501(c)(3) status because of its factual differences from ACA. IRS stated:

We believe that the court relied in ACA on six factors in that case to conclude that ACA served the private benefit of the Republican Party. We address these six factors below.

First, the court determined that ACA's program was 'an outgrowth of a program operated by an official Republican Party organization, the NRCC- In comparison, in certain respects, the RAC course was, at least in part, an outgrowth of programs sponsored by GOPAC. GOPAC had earlier operated AOW itself and had ALOF operate a later program entitled ACTV. Both of these predecessor projects bear a subject matter similarity to the RAC course, but the RAC course was a significant expansion and development of the earlier ideas. The ACA course much more closely resembled its predecessor.

Second, the court noted that key founders of ACA and two of its three directors had strong ties to the Republican Party. In comparison, Mr. Eisenach (PFF's incorporator, director and president) was not a GOPAC officer for most of the 9403-tax year. He had close ties to Mr. Gingrich, a Republican elected official, who taught the RAC course. Two of PFF's five directors (Mr. Keyworth and Mr. Conner) had no formal affiliation with GOPAC or Mr. Gingrich.

Third, ACA's activities were funded exclusively and directly by the National Republican Congressional Trust. PFF was not funded by Republican Party organizations. While some funds came from organizations and individuals who had supported GOPAC in the past, most funds did not. Funds came from a broad group of foundations, businesses, and individuals.

Fourth, the court believed that ACA admission panel members were Republicans that the political affiliation of applicants could be deduced from their applications, and that graduates served on the campaigns of Republican candidates. The goal of ACA was specifically promoted only by educating the students who came to its campaign school to be campaign managers for Republican candidates. In contrast, the RAC course was taught at established colleges and universities where admission to the course was unrestricted. In addition, the file indicates that the distribution of the course and the course book by PFF was widespread and not narrowly targeted to Republican organizations. To the extent that distribution was focused generally on conservative

⁵ See Tax Analysts CITE: 1999 TNT 24-25 HEADLINE: 1999 TNT 24-25 UNRELEASED TAM RULES FOUNDATION INVOLVED WITH GINGRICH COURSE WAS EXEMPT. (Section 501(c)(3) -- Charities) (Release Date: DECEMBER 01, 1998) (Doc 1999-5081 (74 original pages))

organizations, such distribution is not the same as distribution to Republican organizations.

Fifth, the court emphasized that ACA's curriculum included several courses with titles clearly related to, and biased towards, the Republican Party. We find that the RAC course material through our careful consideration of the four corners of its content was not biased toward a political party or candidates for elective public office.

Sixth, ACA's primary activity was to operate a campaign school to train political campaign professionals, and 90 percent of its funding was spent to operate the school. PFF had, from its inception, a broader range of activities. In addition to being distributed to the general public, the RAC course was taught at a number of established colleges and universities with much broader courses of study and student bodies than ACA.

Based on the above analysis, we believe the facts in the case of SGLF are distinguishable from the facts in ACA in at least the last four of the above six factors.

Using the PFF analysis here, the SGLF proves to be much more similar to PFF than it would be to the ACA. Following the six factors cited above:

1. SGLF is not an outgrowth of a program operated by another organization but rather, is a new program formed to fill a need to educate the public.
2. Although some prior SGLF directors had close ties with the Republican party, that is irrelevant in determining of IRC 501(c)(4) status because such organizations can engage in political activities.
3. SGLF's activities are not funded by any political organization.
4. SGLF has no requirement that speakers or attendees be Republican.
5. The subject matter of SGLF Issue Briefings have nothing to do with any political organization.
6. SGLF's activities are nonpartisan and have broad application and merit.

3. It is not inconsistent with IRC 501(c)(4) status for SGLF to have a relationship with RSLC or any other IRC 527 organization. As noted below⁶, many groups that have been classified as IRC 501(c)(4) organizations have leanings in favor of either the Republican Party or the Democratic Party and many of these organizations have affiliated IRC 527 organizations.

⁶ See <http://www.opensecrets.org/527s/527grps.asp>

Organization	Type	Description
<u>American Civic Coalition</u>	501(c)(4)	A Republican-leaning group aiming to help "grassroots" activists to educate the American public ...
<u>American Family Voices</u>	501(c)(4)	Democratic-leaning group led by former Clinton aide Michael Lux ...
<u>Americans for Responsible Government</u>	501(c)(4)	Republican group focusing on taxes, families and economic growth ...
<u>Center for American Progress</u>	501(c)(3) 501(c)(4)	Democratic think tank formed to find progressive solutions to a host of problems ...
<u>Grassfire.org</u>	501(c)(4)	The media component of grassfire.net, a conservative, Pro-Bush organization ...
<u>MoveOn.org</u>	527 PAC 501(c)(4)	Airing TV ads that are critical of President Bush in key battleground states ...
<u>National Committee for a Responsible Senate</u>	501(c)(6)	Created to conduct issue advocacy in support of GOP Senate candidates ...
<u>Natural Resources Defense Council</u>	527 501(c)(3) 501(c)(4)	A national environmental organization with more than one million members and online activists ...
<u>People for a Better Florida</u>	501(c)(4)	A Republican-leaning group that seeks to impact issues such as medical malpractice reform. ...
<u>Progress for America</u>	527 501(c)(4)	Conducting issue-advocacy efforts in support of GOP candidates ...
<u>Progressive Donor Network</u>	501(c)(4)	Democratic group focused on opposing President Bush's reelection ...

No argument can be made that the sharing of space and personnel with RSLC could confer a private benefit. Only the expenses allowed by the Income Tax Regulations are being paid by the SGLF. Furthermore, both the IRS and the Federal Election Commission (FEC) contemplate that the members of an IRC 501(c)(4) can be solicited for contributions to a connected PAC. Therefore, it is not at all unusual or improper for SGLF and RSLC to share space, share employees or hold events that coincide with each other.

Uniform Application of the Tax Laws

In the interest of uniform application of the tax laws it is important to note that IRC 501(c)(4) status has been granted to numerous organizations similar to the SGLF. For example, 501(c)(4) status was granted to Empower America, an organization that had a conservative agenda. In that case,⁷ Empower America, headed by former Republican vice presidential candidate and Housing and Urban Development secretary Jack Kemp, was granted tax-exempt status by the IRS as an IRC 501(c)(4) social welfare organization.

There is no published authority that would deny IRC 501(c)(4) status to SGLF. In fact, the IRS has granted 501(c)(4) status to organizations with very politically-oriented officers, members or directors, such as the Democratic Leadership Council, an IRC 501(c)(4) organization whose past chairs include: former President Bill Clinton, Sen. Joseph Lieberman of Connecticut, former Rep. Dave McCurdy of Oklahoma, Sen. John Breaux of Louisiana, former Sen. Sam Nunn of Georgia, former Sen. Charles Robb of Virginia and House Democratic Leader Richard Gephardt of Missouri.

To deny exemption to SGLF based upon the party affiliation of its officers, directors, or members would be apply the tax laws in a non-uniform, discriminatory manner in violation of the First Amendment of the Constitution of the United States of America.

Furthermore, it is not relevant in making a determination of whether an organization should obtain IRC 501(c)(4) status if there is reference to the word Democrat or Republican. For example, see the organizations described below that has attained IRC 501(c)(4) status.

Democratic Leadership Council

The DLC was founded in 1985. The past chairs include former President Bill Clinton, Sen. Joseph Lieberman of Connecticut, former Rep. Dave McCurdy of Oklahoma, Sen. John Breaux of Louisiana, former Sen. Sam Nunn of Georgia, former Sen. Charles Robb of Virginia and House Democratic Leader Richard Gephardt of Missouri.

Organization: The DLC is a nonprofit corporation exempt from tax under Section 501(c)(4) of the Internal Revenue Code. It is not a political committee and is not organized to influence elections. Mission: The DLC's mission is to promote public debate within the Democratic Party and the public at large about national and international policy and political issues. Specifically, as the founding organization of the New Democrat movement, the DLC's goal is to modernize the progressive tradition in American politics for the 21st Century by advancing a set of innovative ideas for governing through a national network of elected officials and community leaders. Chairman: Senator Evan Bayh (D-IN) Vice Chair: Rep. Ellen Tauscher (D-CA)

USDEMS

⁷ HEADLINE: 97 TNT 231-15 FULL TEXT: EMPOWER AMERICA GRANTED TAX-EXEMPT STATUS.
(Section 501(c)(4) -- Civic Leagues, etc.) (Release Date: November 21, 1997) (attached for your convenience).

USDems.org is an independent 501-C-4 organization. Although we support the fundamental ideals and broad platform of the Democratic Party, we are not formally affiliated with any political organization.

Our mission is to encourage Americans in all their diversity to participate in an ongoing discussion of the great issues that face our nation.

Our goal is to give voice to citizens as they reflect on the core principles, ideals and contemporary issues that face the Democratic Party and the American nation.

Our method is to be a voice for the people who believe in and support the American Dream and the ideals of the Democratic Party.

USDems.org is an independent organization and is not authorized by any candidate or candidate's committee.

Also relevant is another IRC 501(c)(4) organization that is similar to the Applicant, SGLF:

Progress for America

Progress for America, Inc. ("PFA") is a diverse coalition of concerned citizens, businesses, nonprofit organizations and community leaders who promote public policies that improve the lives of every American. PFA promotes nonpartisan policies that stimulate the economy, reduce tax burdens on American families and businesses, and encourage free trade. These policies create more jobs for American workers, more exports for American farmers, and higher living standards for American families. PFA also promotes policies that reform and improve education, and market-based reforms for the nation's energy policy to reduce our dependence on foreign oil.

PFA is organized as a nonprofit corporation and exempt from federal income tax under section 501 (c)(4) of the Internal Revenue Code. It will maintain a field team across the country to facilitate grassroots lobbying, issue advocacy and educational programs and activities. These programs and activities include direct mail, newspaper, radio and television advertisements, and web sites designed to enhance the knowledge of the general public on issues of importance to the organization. PFA also pursues its goals through a combination of earned media outreach, local press conferences, and community and editorial board briefings.

Heading into the next legislative session and beyond, it has become apparent that liberal special interest groups are forming organizations whose single goal is to attack and defame the issue agenda of President George W. Bush and other leaders who are working to enact conservative, common sense public policies that benefit all Americans. PFA is an issue advocacy/grassroots organization committed to keeping the issue record straight and serves as a conservative "Issue Truth Squad." It is the only such organization in the country!

Contributions to PFA are not tax deductible as charitable contributions for federal income tax purposes. Contributions to PFA will be used to finance grassroots issue advocacy activities and, therefore, are not deductible as business expenses. Contributions to PFA do not count toward the \$95,000 biennial aggregate contribution limit applicable to an individual's contributions to federal candidates, political party committees or PACs.

To allow other similar organizations to obtain and maintain exemption and not the SGLF constitutes arbitrary and capricious action by the IRS that violates the First Amendment of the Constitution of the United States. In support of this proposition is the complaint of the Christian

Coalition International in its case against the United States⁸ that discussed the vagueness of the term "social welfare" found in IRC 501(c)(4). The complaint states in relevant part:

Although First Amendment activities, such as those engaged in by the Christian Coalition, need not be subsidized by the Government, *Regan v. Taxation With Representation*, 461 U.S. 540 (1983), the discriminatory denial of tax exemptions can impermissibly infringe free speech. *Big Mama Rag, Inc. v. United States*, 631 F.2d 1030, 1034 (D.C. Cir. 1980) (citing *Speiser v. Randall*, 357 U.S. 513, 518 (1958)).

In addition, the void-for-vagueness doctrine requires notice of proscribed conduct, and explicit standards for Government officials who might otherwise engage in arbitrary and discriminatory enforcement. *Grayned v. City of Rockford*, 408 U.S. 104, 108-109 & nn. 3-4 (1972); *Papachristou v. City of Jacksonville*, 405 U.S. 156, 162 (1972). A law must be struck down if "... "men of common intelligence must necessarily guess at its meaning." *Hunes v. Mayor of Oradell*, 425 U.S. 610, 620 (1976) (quoting *Connally v. General Constr. Co.*, 269 U.S. 385, 391 (1926)), Further laws are invalidated if they are "wholly lacking in 'terms susceptible of objective measurement'" *Keyishian v. Board of Regents*, 385 U.S. 589, 604 (1967) (quoting *Cramp v. Board of Public Instruction*, 368 U.S. 278, 286 (1961)).

Thus, regulations authorizing tax exemptions may not be so unclear as to afford latitude for subjective application by the Internal Revenue Service. *Big Mama Rag*, 631 F.2d at 1034. The Internal Revenue Service applies the standards of 26 CFR section 1.501(c)(4)-1(a)(2)(ii) in an arbitrary and capricious manner by granting section 501(c)(4) status to other similarly situated applicants, but denying it to the Christian Coalition. In so doing, the Internal Revenue Service also engaged in content-based and view- point based discrimination.

In the case of SGLF, the seminars and conferences are not intended to influence persons who attend to support individuals to public office whose political philosophy is in harmony with the political philosophy of SGLF. Rather, the seminars and conferences are intended to educate the public and discuss issues that are of importance to the attendees in hopes of influencing the positions of the state officials who attend. Therefore, at best the activities of SGLF constitute lobbying as opposed to political activity. The activities of SGLF are more akin to 1.527-2(c)(5) of the Regulations, Example (5) where E, an officeholder, expends amounts for periodicals of general circulation in order to keep informed on national and local issues. Such expenditures are not for an exempt function (i.e., not political expenditures).

⁸ (The Christian Coalition International v. United States of America)(Civil Action No._____) (United States District Court) (Release Date: FEBRUARY 25, 2000) (Doc 2000-5908). Tax Notes Today, March 1, 2000. CITE: 2000 TNT 41-49 (Doc 2000-5908)

Summary

In summary, the IRS has relied on incorrect facts in making its preliminary judgment about the SGLF. The new facts alone are enough to change the IRS's initial determination.

And second, granting 501(c 4) status to the SGLF is correct as a matter of law. The SGLF operates in the public good, without a private benefit, and in a non-partisan manner. The fact that the SGLF associates with political committees does not change this.

6. A statement as to whether a hearing is desired.


State Government Leadership Foundation, Inc. respectfully requests a hearing with the Internal Revenue Service on these issues and does not waive any right to future conferences with the National Office if a favorable determination is not granted based on this appeal.

Internal Revenue Service
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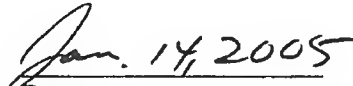
SIGNED DECLARATION

I, Laura Kalick, prepared this appeal and accompanying documents and personally know that the statements of facts contained in the appeal and accompanying documents are true and correct.

Under Penalties of Perjury I sign this declaration:



Laura Kalick, Esq.



Date

ASSEMBLY OVERRIDES VETO OF HEALTH BILL

By Robert Redding Jr.

THE WASHINGTON TIMES

ANNAPOLIS — The Democrat-controlled General Assembly yesterday voted to override Gov. Robert L. Ehrlich Jr.'s veto of a medical-malpractice insurance-reform bill that includes a tax on health maintenance organizations (HMOs).

The Senate voted 31-15 to override the veto in a mostly party-line vote. Two Democrats — Sens. Roy P. Dyson of Calvert County and John C. Astle of Anne Arundel County — crossed party lines to support the Republican governor's veto. One Republican did not vote.

In the House, 85 Democrats voted to override the veto — the exact number required by law. Nine Democrats joined 41 Republicans to support Mr. Ehrlich's veto. Four Democrats and two Republicans did not vote.

House Majority Leader Kumar P. Barve, Montgomery County Democrat, said he was "surprised the vote was just the number needed."

House Judiciary Committee Chairman Joseph F. Vallario Jr., Prince George's County Democrat, said "doctors should be dancing in the street" over the General Assembly's action.

"I think the citizens of Maryland were the winners. It's not about Democrats and Republicans," said House Speaker Michael E. Busch, Anne Arundel County Democrat.

But House Minority Whip Anthony J. O'Donnell, Calvert County Republican, complained that the lack of debate before the vote was "unprecedented."

Mr. Ehrlich on Monday fulfilled a promise to veto a medical-malpractice reform bill that includes an HMO tax, which he called "a tax on working families."

The bill will freeze the cap on noneconomic damages, such as pain and suffering, at \$650,000 for three years. Mr. Ehrlich had sought to reduce the cap to \$500,000.

Mr. Ehrlich also had sought to limit lawyers' fees and allow malpractice awards to be paid out over several years, which would be less expensive for insurance companies than paying awards in a lump sum.

The bill does not include a "three-strikes" provision sought by Mr. Ehrlich that would discipline lawyers who file frivolous malpractice lawsuits. The bill also would not require the losing side to pay for the cost of litigation.

The General Assembly's legislation would reduce the maximum payout for errors leading to death from \$1.6 million to \$812,500.

"No changes were made concerning tax consequences of lost wages, and no changes were made concerning future medical bills," the governor wrote. "The provision of the bill that allows the court to appoint a neutral expert is a redundancy because current law already allows a court to appoint an expert in any case. This provision provides absolutely no relief."

Mr. Ehrlich said the bill "hinges on a harmful tax that will serve to increase the cost of health care," adding that HMOs will pass the cost of the tax onto their customers.

The bill would require HMOs to pay a 2 percent tax on their insurance premiums to generate about \$64 million in revenue over three years to subsidize doctors' malpractice insurance premiums, which have risen an average of 70 percent in the past two years.

"The Senate did the only possible thing it could do, and that is avoid any possible rate increase," Senate President Thomas V. Mike Miller Jr., Prince George's County Democrat, said yesterday of the HMO tax.

Mr. Ehrlich yesterday won victories on two other key bills that he had vetoed after the end of the legislative session last spring.

His veto of a bill that would have required companies with state contracts to pay employees at least \$10.50 an hour was sustained in the Senate when only 26 of 33 Democrats voted to override. Mr. Miller, who opposed the bill, sided with Mr. Ehrlich.

A bill that would have imposed a 10 percent surcharge on corporate income taxes for three years to provide more money for colleges and universities and restrict tuition increases to 5 percent a year for three years was sustained when House Democratic leaders did not bring it up for a vote.

· This article is based in part on wire service reports.

Lawmakers override veto on reform bill

Medical malpractice bill now becomes state law; Ehrlich lobbying effort rebuffed; 5 other vetoes also fall on eve of regular session

By David Nitkin and Andrew A. Green
Sun Staff

January 12, 2005

The Maryland General Assembly voted yesterday to override Gov. Robert L. Ehrlich Jr.'s veto of a medical malpractice reform bill, rebuffing an intense lobbying effort by the governor and setting a tense partisan tone for the 90-day session that begins today.

Democrats praised themselves for bridging divides between the House and Senate to craft a solution to the malpractice crisis. The legislation, which now becomes law, limits increases in doctors' malpractice insurance premiums and, to subsidize rates, subjects HMOs to a tax now paid by other health insurers.

"In my heart of hearts, I know the governor is upstairs thanking someone above that we overrode the veto, because we solved a major problem for him," Senate President Thomas V. Mike Miller said.

Ehrlich said he was "disappointed" in yesterday's outcome and called the decision a "lost opportunity" to develop a more lasting health care solution.

"A superfund for trial lawyers has been created, and I suspect that was the goal," the governor said, in an apparent reference to the bill's subsidy of insurance costs without some tort reform provisions he sought. "If the goal here is to send a signal to the rest of the country that Maryland is serious about protecting its medical providers, I think we failed."

Ehrlich said Assembly leaders promised him they would use the legislation as a starting point for more comprehensive legal reforms, which he said he would introduce in the coming weeks. "I suspect it's going to be real difficult, but we'll see how serious they are," he said.

Recessing after they adopted a compromise bill a few days after Christmas, lawmakers returned to the special session yesterday to consider overrides of the malpractice veto and 18 other bills from the 2004 session rejected by the governor.

As expected, the legislators allowed the governor's vetoes of two other high-profile bills to stand - legislation that would have limited university tuition increases to 5 percent a year for three years

and that would have established a \$10.50 per hour "living wage" for employees working for state contractors.

The tuition bill contained a temporary 10 percent increase in the corporate income tax, which Ehrlich and business groups opposed. Miller had indicated the bill would not survive in the Senate, so the measure failed without a vote by delegates, allowing conservative Democrats in swing districts to avoid casting a risky but useless vote in favor of higher taxes.

Last week, Ehrlich promised a 5.7 percent increase in university system funding, which won him votes to sustain the veto.

Still, the House and the Senate turned aside six of his vetoes in all, drawing protests from Republicans who accused Democrats of calculating to embarrass the state's first GOP governor in more than 30 years.

"We had not seen one single bill overridden in the previous administration" of Democratic Gov. Parris N. Glendening, said House minority whip Anthony J. O'Donnell. "It's a bad way to do business."

The outcome of the malpractice vote was uncertain into the afternoon, and the House of Delegates delayed voting so Democrats could corral the votes they needed.

Finally, Del. Samuel I. Rosenberg, a Baltimore Democrat, arrived at his desk. He had been shuttled to Annapolis from the Newark, N.J., airport after cutting short a visit to Israel so he could vote for the override.

The legislation passed in the House on an 85-50 vote, the exact number of votes needed to reinstate the legislation.

"I'm a nice Democratic boy," Rosenberg said, describing his daylong return from the Middle East, where he was on the same tour as Baltimore Mayor Martin O'Malley. "All I did today was sit and press one button."

The Senate overrode the malpractice bill on a 33-13 tally, four votes above the required three-fifths supermajority. Two moderate Democratic senators changed their votes from two weeks ago and opposed the bill yesterday: Roy P. Dyson of Southern Maryland and John C. Astle of Annapolis. Astle was one of three Anne Arundel senators targeted in GOP advertisements that asked voters to contact their lawmakers and urge them to reject new taxes.

Several Democratic delegates also abandoned their support of the bill yesterday, including Clarence Davis, Marshall T. Goodwin and Jill P. Carter, all of Baltimore, and Joseph J. "Sonny" Minnick of Baltimore County.

Carter, an attorney, called the legislation "a terrible bill" that did not contain enough restrictions and changes to insurance companies. Minnick said he changed his vote because "my e-mails were running 10-1 in favor of no HMO tax."

Ehrlich canceled appointments in the afternoon in a last-minute attempt to cajole House Democrats into voting to sustain his malpractice veto. When the final tally showed 85 votes in the House chamber, Ehrlich's chief of staff, Steven L. Kreseski, standing on tiptoe to peer through the windows of the second-floor gallery, cursed softly to himself and walked away.

Ehrlich had rejected the legislation because he said it did not contain sufficient limits on jury awards in lawsuits. He also opposed a repeal of the HMO tax exemption, saying it would burden working families. "It's the status-quo Annapolis solution," Ehrlich said. "You got a problem, throw money at it."

Democratic lawmakers said it was not certain HMOs would pass the tax on to consumers. "The vast bulk of people who have HMOs are not low-income people," said Del. John Adams Hurson, a Montgomery County Democrat. Even if the tax were passed on, it would cost families less than 40 cents a month to solve the malpractice problem, Hurson said.

While generally favoring the legislation, doctors and hospitals are waiting to see how relief will arrive. Doctors have already made their first-quarter insurance bill payments, which were 33 percent higher than a year ago, and don't know whether they will receive rebates.

MedChi Executive Director T. Michael Preston said it is imperative that the Maryland Insurance Administration work quickly to develop a mechanism that provides them relief. "That conversation needs to begin tomorrow," Preston said.

The Assembly also voted to override Ehrlich vetoes of these bills, which now become law:

- Open meetings: The bill guarantees that any person may file a complaint in Circuit Court alleging that a public body violated the open meetings act. It is a response to a Howard County court ruling that only a person adversely affected by a public body's failure to follow that law may sue.

- Elder care: The bill places limits on a program that allows HMO-like "community care organizations" to use state funds to care for the elderly and disabled in settings other than nursing homes. The bill's lead sponsor, Sen. Paula C. Hollinger, said seniors prefer community care but the state should try the idea as a pilot program before implementing it statewide.

- Equal pay commission: The bill establishes a commission to study disparities between the pay of men and women and of whites and minorities. In his veto message, Ehrlich said the state is already governed by "equal pay for equal work" laws and has received no complaints of violations in a decade.

Ehrlich and the Assembly now look ahead to the regular session, although neither the governor nor legislative leaders have said what they hope to accomplish. With partisanship at an all-time high, battles over the budget, slot machines, stem cell research and other hot-button issues are likely to rage until the 2006 election.

Ehrlich insists he will stick to principles and change the culture of Annapolis. Democratic lawmakers say they are emboldened by their cooperation on medical malpractice.

"Through all of this trauma of split government, the legislature has stood up and made sure K-12 education is fully funded, that tuition rates don't keep going up the way they have, that doctors remain in the state and that quality health care is available for all Marylanders," Busch said. Sun staff writers Ivan Penn and Sumathi Reddy contributed to this article.

Assembly Overrides Ehrlich on Malpractice

By John Wagner and Matthew Mosk

The Maryland General Assembly gave final approval yesterday to legislation designed to curb doctors' soaring medical malpractice insurance rates, mustering just enough votes to turn back an intense lobbying effort and override Gov. Robert L. Ehrlich Jr.'s veto.

The Democrat-backed measure provides immediate relief to Maryland doctors, who were facing double-digit increases in this year's premiums, and includes long-term initiatives aimed at limiting the cost of malpractice litigation.

"The beneficiaries today are the citizens of Maryland," said House Speaker Michael E. Busch (D-Anne Arundel). "It's not about the legislature and the governor. . . . It was about access to quality health care."

Lawmakers convening for the final day of a rare emergency session took a series of votes on vetoes Ehrlich has issued over the past year. Democratic leaders let stand his rejection of a bill capping state university tuition and failed to override his veto of a bill requiring higher wages on state contracts. Even so, it was a bleak day for the Republican governor, who watched six measures become law over his objections.

Ehrlich scrapped a plan to unveil his legislative agenda for the 2005 session, which starts today, choosing instead to lash out at Democrats for passing a malpractice bill he rejected as "a superfund for trial lawyers" and "another tax on working families."

"It's incomplete and inadequate, and, of course, it sends the signal down here that this [issue] is finished," Ehrlich said.

One Republican, Sen. Richard F. Colburn (Dorchester) said the show of legislative muscle was clearly intended to embarrass Ehrlich. Democrats disagreed.

Passage of the malpractice bill by the thinnest of margins capped a remarkable journey for an initiative the governor called his number one priority. After lawmakers passed an altered version during a special session he initiated, he vetoed the bill Monday.

In rejecting the bill, Ehrlich said it was unacceptable because the legal changes fell far short of what he sought and because Democrats chose to use a tax on HMOs to pay for doctors' relief from rising insurance premiums.

But lawmakers said the bill would rescue physicians, some of whom have considered abandoning their practices, by creating a state fund to hold insurance rate increases to about 5 percent this year, compared with an average 33 percent increase that was facing those covered by the state's largest carrier.

"The doctors should be dancing in the streets of Annapolis," said Del. Joseph F. Vallario Jr. (D-Prince George's), chairman of the Judiciary Committee, who helped push the measure through the House.

Yesterday's overrides marked the second year in a row that Democrats succeeded in resurrecting bills over Ehrlich's objections. Before that, it had been 15 years since lawmakers had last overridden a governor's veto.

This year, in addition to the medical malpractice measure, the General Assembly resurrected measures that would clarify the state's open-meetings laws and tweak the state's approach to nursing care.

Lawmakers failed to override Ehrlich's veto of a living-wage bill that would have required state contractors to pay workers \$10.50 an hour. Tom Hucker, executive director of Progressive Maryland, which lobbied for passage, said anemic Senate support was "like a body blow for the Democratic Party."

House leaders opted against a vote on Ehrlich's veto of a bill capping tuition increases, crediting the governor's decision to increase funding for the state university system.

But the malpractice bill generated most of the day's drama. To override the governor's veto, Democrats needed a three-fifths majority.

On the second floor of the State House, members of the governor's senior staff shuttled between Ehrlich's office and the gallery that overlooked the delegates, as the staff members tried to assess their chances for victory.

As the floor debate raged, Ehrlich was calling potential swing voters, said George W. Owings III, a Cabinet member and a Democrat who served for 10 years as the House majority whip. Some delegates took the governor's calls, he said, while others refused.

Members of Ehrlich's team became more confident that they had a shot at blocking the override after the speaker delayed the session's start for almost an hour, a pause they believed was prompted by last-minute Democratic defections.

When the votes appeared on the electronic board in the House chamber, Ehrlich's deputy chief of staff, Edward B. Miller, whipped out his cell phone. "I'll call him right now," he said, referring to Del. Nathaniel T. Oaks (D-Baltimore), a fence-sitter who appeared to be breaking against Ehrlich.

But it was too late. The speaker had mustered the necessary 85 votes. Nine Democrats joined 41 Republicans in opposing the bill, but Oaks was not among them. As Busch read the result into the record, Ehrlich's chief of staff, Steven L. Kreseski, headed back to the governor's office and scowled. "I'm gonna kill him! I'm gonna kill him!" he yelled, without revealing who he was referring to.

After the vote, Oaks said he was torn. "It hurt me," he said. "Everybody and their brother in the administration was calling me. They knew I wasn't wedded to this bill. But it was too little too late."

In the end, he said, "I didn't want to wind up without any place in my district for a lady to go have a baby."

Later, the Senate passed the bill 31 to 15, just clearing the threshold of 29 votes needed to override. Only two conservative Democrats, both from competitive districts, Sen. Roy P. Dyson (St. Mary's) and Sen. John C. Astle (Anne Arundel), voted against the override.

Even before the Senate vote, Ehrlich held a news conference outside his office. He read from a short, handwritten text, telling reporters: "We're not surprised. Obviously we can count. But it's disappointing nevertheless."

The bill takes effect immediately, but it could be months before doctors feel the benefits of the new state fund, lawmakers said. Sen. Brian E. Frosh (D-Montgomery) said the relief would be passed along to doctors through adjustments in premiums or rebates.

T. Michael Preston, executive director of the Maryland State Medical Society, said doctors have mixed feelings about what has transpired. He said that the relief fund is "a major commitment" from the state but that legal changes in the bill are relatively modest.

"This is the end of the first round. We have to keep moving forward," said Preston, whose organization initially supported Ehrlich's efforts but backed the Democratic bid to override his veto.

Ehrlich has vowed to introduce more sweeping legislation on medical malpractice in the regular session that starts today.

But he expressed fear that, after all the energy consumed on the legislation over the past two weeks, lawmakers were ready to put the issue behind them.

"This is only one chapter in this debate," Ehrlich said, adding that he suspected that it's going to be very difficult to write the next one.

Staff writer David Snyder contributed to this report. www.washingtonpost.com

Internal Revenue Service
State Government Leadership Foundation Appeal
January 14, 2005

Exemption Denial Letter 20044008E

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Tax Notes Today

NOVEMBER 16, 2004 TUESDAY

DEPARTMENT: Administrative Rulings; IRS Exemption Rulings

CITE: 2004 TNT 221-21

LENGTH: 3484 words

HEADLINE: 2004 TNT 221-21 LEADERSHIP TRAINING GROUP DENIED EXEMPT
STATUS.

(Section 501(c)(4) -- Civic Leagues, etc.) (20044008E) (Release Date: DECEMBER
02, 2003) (Doc 2004 -21786)

CODE: Section 501(c)(4) -- Civic Leagues, etc.

ABSTRACT: The IRS has denied tax-exempt status to an organization
established to increase the number of women in elected office and appointive
governmental positions because it says the organization's activities are
partisan in nature and do not promote the social welfare of the community as a
whole.

AUTHOR: Internal Revenue Service

GEOGRAPHIC: United States

REFERENCES:

Subject Area:

Exempt organizations

Industry Group:

Nonprofit sector

Principal Cited Reference:

<=2> section 501(c)(4)

TEXT:

Release Date: DECEMBER 02, 2003

Published by Tax AnalystsTM

UIL: 501.00-00

Date: December 2, 2003

Internal Revenue Service
State Government Leadership Foundation Appeal
January 14, 2005

Employer Identification Number:

Dear Applicant:

We have considered your application for recognition of exemption from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(4). Based on the information submitted, we have concluded that you do not qualify for exemption under that section. The basis for our conclusion is set forth below.

The information you submitted indicates that you were incorporated under the non-profit corporation laws of the *** with the stated goal of increasing the number of *** women involved in public/political service, including elected office, and appointive governmental positions. You state that the members of your Board of Trustees are *** women executives with an interest in educating other women to be successful government leaders. You conduct a political leadership-training program. Each year you select *** to *** women to complete the *** month program. Admission to the program is competitive. In order to be eligible for consideration, an applicant must be sponsored by a *** and must confirm loyalty to the ***. Each participant is paired with a mentor from your Honorary Board, a group of female legislators and cabinet officers.

You state that although admission is limited to *** women, the education provided is non-partisan. Your curriculum focuses on government structure, the role of government, and the tools required to seek and achieve a successful position in government, including elected office. You state that you do not support the election or defeat of any candidate or public issue, do not make political contributions, do not spend funds on advocacy issues, and do not inquire of any applicant whether she will seek elected office. Your primary source of financial support is direct public contributions from both the corporate community and individuals. *** On *** the *** determined that you are not certified as a continuing political committee pursuant to the *** campaign contributions and Expenditures Reporting Act and that it did not appear that you were required to file as a political committee.

Section 501(c)(4) of the Internal Revenue Code (hereinafter "Code") provides for the exemption from federal income tax of organizations not organized for profit but operated exclusively for the promotion of social welfare.

Section 1.501(c)(4)-1(a)(2)(i) of the Income Tax Regulations provides that an organization is operated exclusively for the promotion of social welfare if it is primarily engaged in promoting in some way the common good and general welfare of the people of the community.

Section 1.501(c)(4)-1(a)(2)(ii) of the regulations provides that the

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promotion of social welfare does not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office.

Rev. Rul. 60-193, 1960-1 C.B. 195, concludes that an organization created to encourage greater participation in governmental and political affairs qualifies for recognition of exemption under ≤ 9 section 501(c)(4) of the Code. Activities of the organization include seminars and workshops held on campuses of colleges and universities. The subject matter of these seminars relates to the American political system. All lecturers, including academic political scientists and political leaders from the local and national levels, were required to maintain certain technical standards and were not allowed to advocate for any particular political group. Seminars and workshops were moderated by permanent staff personnel of the organization in order to prevent the program from becoming partisan in character.

Rev. Rul. 73-306, 1973-2 C.B. 179, provides that an organization formed for the purpose of promoting the common interest of tenants who reside in an apartment complex does not qualify for exemption under ≤ 11 section 501(c)(4) of the Code. Any person regularly living in the complex is eligible for membership. The organization represented its member-tenants in negotiations with the management of the complex in order to secure better maintenance and services, and reasonable rentals. The Service concluded that this organization was not described in ≤ 12 section 501(c)(4) of the Code because it was operated to benefit its members and was not primarily engaged in activities that promote the common good and general welfare of the community.

In contrast, Rev. Rul. 80-206, 1980-2 C.B. 185, holds that an organization formed to promote the legal rights of all tenants in a community qualifies for exemption under section 501(c)(4) of the Code.

Rev. Rul. 73-349, 1973-2 C.B. 179, holds that an organization formed to purchase groceries for its members at the lowest possible prices on a cooperative basis is not exempt under section 501(c)(4) of the Code. Each member paid for the cost of food ordered plus a monthly service charge, which defrayed the organization's expenses. The organization was a cooperative enterprise for the economic benefit or convenience of its members. The Service stated that the organization was operated primarily for the benefit of members and not to promote the common good and general welfare of the community.

Rev. Rul. 75-286, 1975-2 C.B. 210, describes an organization that was formed by the residents of a city block to preserve and beautify that block, to improve all public facilities within the block, and to prevent physical deterioration of the block. Its activities consisted of paying the city government to plant trees on public property within the block, organizing residents to pick up litter and refuse in the public streets and on public sidewalks within the block, and encouraging residents to take an active part in beautifying the block by placing shrubbery in public areas. Much of the public

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area improved by the organization was part of the public roadway lying between the sidewalk and the street in front of private property owned by members of the organization. Membership in the organization was restricted to residents of the block and those owning property or operating businesses there.

The Service concluded that the organization did not qualify for exemption under section 501(c)(3) of the Code but did qualify for exemption under section 501(c)(4). The Service reasoned that because the activities enhanced the value of the members' property rights, the organization served the private interests of its members and did not qualify for exemption under section 501(c)(3). However, the Service also reasoned that while the organization's activities whole. Although private benefit did exist to the members, the primary benefit was to the community. Therefore, the organization was not operated primarily for the benefit of members, but primarily to promote social welfare.

In *Commissioner v. Lake Forest, Inc.*, 305 F.2d 814 (4th Cir. 1962), a corporation was organized for the purpose of purchasing a government housing project and converting it to cooperative, nonprofit housing for its members. Membership in the corporation was established by the purchase of a corporate share, which allowed the purchaser an apartment unit. The court held that the organization was not described in section 501(c)(4) of the Code because the operation was a private self-help enterprise with only incidental benefit to the community.

In *Contracting Plumbers Cooperative Restoration Corp. v. United States*, 488 F.2d 684 (2d Cir. 1973), cert. denied, 419 U.S. 827 (1974), plumbers working in New York City were responsible for the cuts they made in the city streets. Prior to the organization's existence, the city had repaired the cuts and billed the plumbers individually. This system proved to be highly inefficient. The organization was formed in order to restore the city streets. It only repaired cuts made by its members. The joint effort of the plumbers reduced their liability and their expenses. While the court found the program to be highly beneficial, it concluded that the organization principally served the private economic interests of its members and, thus, could not be considered exempt under section 501(c)(4) of the Code.

Rev. Rul. 66-256, 1966-2 C. B. 210, describes an organization that was formed to bring about a fair and open-minded consideration of social, political, and international questions by the promotion and sponsorship of a public forum at which debates and lectures were conducted. The organization invited prominent individuals to discuss varying political and social matters of national and community interest. The speakers, in addition to delivering their prepared text, answered questions of those attending. The other part of the organization's program involved the sponsorship of debates. Individuals representing opposing viewpoints were invited to debate particular topics. The debates were conducted in accordance with carefully drawn rules. Frequently, the persons invited to lecture or debate were controversial and occasionally there

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was opposition to their appearance. None of the programs or activities of the organization involved the participation or intervention in any political campaigns of candidates for public office.

The Service stated that the presentation of public lectures, forums, or debates was a recognized method of educating the public. The fact that the presence of the invited speaker or his opinions could precipitate controversy within the community did not adversely affect the status of an organization whose primary purpose was to provide a forum for speakers. Consequently, the Service concluded that the organization qualified for exemption under section 501(c)(3).

Rev. Rul. 76-456, 1976-2 C.B. 151, describes an organization that was formed for the purpose of elevating the standards of ethics and morality that prevail in the conduct of campaigns for election to public office at the national, state, and local levels. On a nonpartisan basis the organization collected, collated, and disseminated information concerning general campaign practices through the press, radio, television, mail, and public speeches. In addition, the organization furnished 'teaching aids' to political science and civics teachers to help stress the need for ethical conduct in political campaigns. The organization proposed a Code of fair campaign practices. Although need for the Code was extensively publicized, the organization did not solicit the signing or endorsement of the Code by candidates for political office.

The Service observed that the organization was instructing the public on subjects useful to the individual and beneficial to the community within the meaning of section 1.501(c)(3)-1(d)(3) of the regulations by encouraging voters to concern themselves with fair as well as unfair, practices encountered in political campaigns. This was done, on a nonpartisan basis, so that citizens could increase their knowledge and understanding of our election processes and participate more effectively in their selection of government officials. Consequently, the Service concluded that the organization was operated exclusively for educational purposes and thus qualified for exemption under section 501(c)(3) of the Code.

Rev. Rul. 80-282, 1980-2 C.B. 178, describes an organization whose activities included the publication of Congressional incumbents' voting records on selected issues in a non-partisan newsletter. The Service observed that the format and content of the publication were not neutral because the publication reported each incumbent's votes and his/her views on selected legislative issues and indicated whether that incumbent supported or opposed the organization's view. However, the voting records of all incumbents were presented and candidates for reelection were not identified. No comment was made on an individual's overall qualifications for public office, no statements expressly or impliedly endorsed or rejected any incumbent as a candidate for public office, and no comparison of incumbents with other candidates were made. The organizations noted the inherent limitations of judging the qualifications of an incumbent on the basis of certain selected votes by stating the need to consider

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such unrecorded matters as performance on subcommittees and constituent services. Furthermore, the organization did not widely distribute its compilation of incumbents' voting records. The publication was distributed to the organization's normal readership, numbering only a few thousand nationwide. This resulted in a very small distribution in any particular state or Congressional district. No attempt was made to target the publication toward particular areas in which elections are occurring or to time the date of publication to coincide with an election. The Service concluded that the organization was not engaged in prohibited political campaign activity.

In *American Campaign Academy v. Commissioner*, 92 T.C. 1053 (1989), an organization was formed for charitable and educational purposes. The organization's primary activity was to operate a school. The school trained individuals for careers as political campaign professionals. The school maintained a regularly scheduled curriculum, a regular faculty and a full-time enrolled student body. Prior to the formation of the organization, the * * * sponsored programs designed to train candidates and to train and subsequently place campaign professionals in * * * campaigns. The organization stated that it was an outgrowth of the programs operated by the * * * contributed the physical assets, such as furniture and computer hardware, to the organization. * * * of the organization's * * * full-time faculty were previously involved in the * * * training program. One of the organization's three initial directors was the executive director of the * * *. The organization did not train candidates or participate in, or intervene in, any political campaign on behalf of any candidate. Neither did the organization engage in any activities tending to influence legislation. Applicants were required to provide the organization with professional references. While applicants were not required to formally declare their political affiliation to attend the organization's school, such affiliation could be deduced from the campaign experiences and political references contained in the applications. Graduates of the school were employed by various * * * organizations. No graduate was known to have affiliated with any domestic political party other than the * * *.

The Court concluded that the organization's activities benefited the private interests of * * * entities and candidates more than incidentally. The organization, thus, served a substantial nonexempt purpose. Although the school had a legitimate educational program, the Court held that the school conducted its educational activities with the partisan objective of benefiting the interests of the * * *.

In order to qualify for recognition of exemption under <=33> section 501(c)(4) of the Code, an organization must be primarily engaged in activities that promote social welfare. The promotion of social welfare may include activities that educate the public or lobby public officials or both.

Exemption is not dependent on the point of view of the educational material or the issue being lobbied. In contrast to lobbying and educational activities, partisan political activity does not promote social welfare as defined in section 501(c)(4). Such activity promotes the interests of the one

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political faction. An organization engaging in such activity is engaged not merely in the clash of ideas, but in a contest for power.

The information you submitted indicates that you are a partisan organization and that your activities are partisan in nature. Participation in your leadership-training program is limited to registered members of the * * * who are sponsored by members of the * * *. Although you have a legitimate educational program, you conduct your activities for the benefit of the * * *. Your activities are chosen for their benefit to the * * * and its members who wish to run for public office on the * * * ticket or hold appointive office.

Unlike the organization described in Rev. Rul. 60-193, supra, which encouraged participation in the political process by explaining the process on a nonpartisan basis, you appear to have been created for the partisan objective of training and supporting politicians affiliated with the * * *. Based on the above facts and circumstances, we conclude that your activities benefit the private interests of the * * * rather than promote the social welfare of the community as a whole.

This private benefit standard is demonstrated in American Campaign Academy, supra, and is relevant here. In that case, the court held that an organization created to serve a particular faction in the political spectrum was not exempt under section 501(c)(3) of the Code because its activities benefited the private interest of that particular faction. The private benefit standard as described in American Campaign Academy also applies to organizations seeking exemption under section 501(c)(4). The difference between these two Code sections lies in the weight accorded the private benefits (i.e. the amount of private benefits), not the standard. See e.g. Rev. Rul. 75-286, supra.

Accordingly, you do not qualify for exemption as an organization described in section 501(c)(4) of the Code and you must file federal income tax returns.

You have the right to protest this ruling if you believe it is incorrect. To protest, you should submit a statement of your views to this office, with a full explanation of your reasoning. This statement, signed by one of your officers, must be submitted within 30 days from the date of this letter. You also have a right to a conference in this office after your statement is submitted. You must request the conference, if you want one, when you file your protest statement. If you are to be represented by someone who is not one of your officers, that person will need to file a proper power of attorney and otherwise qualify under our Conference and Practices Requirements.

If we do not hear from you within 30 days, this ruling will become final and a copy will be forwarded to the Ohio Tax- Exempt and Government Entities (TE/GE) office. Thereafter, any questions about your federal income tax status should be directed to that office, either by calling 877-829-5500 (a toll free

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number) or sending correspondence to: Internal Revenue Service, TE/GE Customer Service, P.O. Box 2508, Cincinnati, OH 45201. The appropriate State Officials will be notified of this action in accordance with Code <=41> section 6104(c).

When sending additional letters to us with respect to this case, you will expedite their receipt by using the following address:

Internal Revenue Service
TE/GE (T:EO:RA:T:4)
1111 Constitution Ave, N.W.
Washington, D.C.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely,

Debra J. Kaweck
Acting Manager
Exempt Organizations
Technical Group 4

Internal Revenue Service
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January 14, 2005

Empower America Determination Letter

Copyright (c) 1997 Tax Analysts
Tax Notes Today
DECEMBER 2, 1997 TUESDAY
AUTHOR: Karcher, Edward K. IRS

Release Date: November 21, 1997
Empower America Michael Seto
1776 I Street, N.W. (202) 622-6477
8th Floor CP:E:EO:T:3
Washington, D.C. 20224
Internal Revenue Code: 501(c)(4)
Employer Identification Number: 52-1894185
Key District: Southeast (Baltimore, MD)
Accounting period Ending: December 31
Form 990 Required: Yes

Dear Applicant:

This is in reference to your application for recognition of exemption under section 501(c)(4) of the Internal Revenue Code.

In our letter dated February 21, 1997, we concluded, based on the information in the administrative record, that you were not operated primarily to promote social welfare because you were a partisan issues-oriented organization. In addition, we concluded that your activities also substantially benefited the Republican Party and politicians affiliated with the Republican Party. Consequently, we ruled that you did not qualify for recognition of exemption under section 501(c)(4) of the Internal Revenue Code.

In our September 12, 1997 conference and in a letter dated October 3, 1997, you provided supplemental information that described your past and current activities and operation. Based on the supplemental information and representations, and assuming your operations will be as stated, we have determined that you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section 501(c)(4) of the Code. Our prior ruling letter of February 21, 1997, is hereby revoked.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$ 100 or more during the calendar year. Unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$ 50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$ 1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other federal taxes, please contact your key district office.

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If your sources of support, or your purposes, character, or method of operation change, please let your key district know so that office can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send a copy of the amended document or bylaws to your key district. Also, you should inform your key district office of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt from Income Tax. If "Yes" is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$ 25,000. If your gross receipts each year are not normally more than \$ 25,000, we ask that you establish that you are not required to file Form 990 by completing Part I of that Form for your first year. Thereafter, you will not be required to file a return until your gross receipts exceed the \$ 25,000 minimum. For guidance in determining if your gross receipts are "normally" not more than the \$ 25,000 limit, see the instructions for the Form 990. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$ 20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. The maximum penalty charged cannot exceed \$ 10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$ 1,000,000 in any year, the penalty is \$ 100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$ 1,000,000 shall not exceed \$ 50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$ 20 per day for each day there is a failure to comply (up to a maximum of \$ 10,000 in the case of an annual return). See Internal Revenue Service Notice 88-120, 1988-2 C.B. 454, as modified by P.L. 104-168, 110 Stat. 1452, for additional information.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

Contributions to your organization are not deductible by donors under section 170(c)(2) of the Code. Under section 6113, any fund-raising solicitation (including a solicitation for membership dues payment) you make must include an express statement (in a conspicuous and easily

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recognizable format) that contributions and gifts are not deductible as charitable contributions for federal income tax purposes. Section 6113 does not apply, however, if your annual gross receipts are normally \$ 100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless the failure is due to reasonable cause. See Internal Revenue Service Notice 88-120, 1988-2 C.B. 454, for additional information.

Please use the employer identification number indicated in the heading of this letter on all returns you file and in all correspondence with the Internal Revenue Service.

We are informing your key district office of this ruling. Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

If you have any immediate questions about this ruling, please contact the person whose name and telephone number are shown in the heading of this letter. For other matters, including questions concerning reporting requirements, please contact your key district office.

Sincerely,
Edward K. Karcher
Chief, Exempt Organizations
Technical Branch 3

cc: DD, Southeast (Baltimore, MD)
Attn: Chief, EP/EO Division
cc: Donald Alexander, Esq.
Edwin P. Geils, Esq.
Michael T. Lempres, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1333 New Hampshire Avenue, NW
Suite 400
Washington, D.C. 20006

Arent Fox
ATTORNEYS AT LAW

August 31, 2005

John C. McCoy
202.857.6175 DIRECT
202.857.6395 FAX
mccoy.john@arentfox.com

INTERNAL REVENUE SERVICE
TE/GE T:EO:D:MA Group 7880
PO Box 13163, Room 1420
Baltimore, Maryland 21201
Attn: Mrs. T. Farr

Re: State Government Leadership Foundation, Inc.
EIN No. 20-0505849
Application for Exemption

Dear Mrs. Farr:

Following up on your telephone conversation with Laura Kalick, enclosed is a Power of Attorney substituting David Bailey of this firm and me as authorized representatives in lieu of Ms. Kalick.

Mr. Bailey should be copied on all future correspondence relating to this matter and normally any questions should be directed to him. However, Mr. Bailey will be out of the office until September 16, so if you have any questions concerning this letter or the enclosed Power of Attorney, please telephone me.

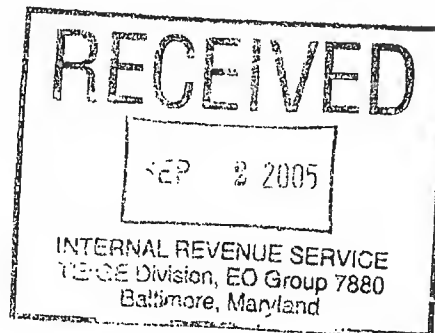
Very truly yours,



John C. McCoy

Cc: Craig Engle, Esq.
David Bailey, Esq.
Laura Kalick, Esq.

Enclosure



Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements

Department of the Treasury
P.O. Box 2508 - Room 7008
Cincinnati, Ohio 45201

Date: OCT 03 2005

State Government Leadership
Foundation, Inc.
900 Second St. NE, Ste. 201
Washington, DC 20002

Reviewer's Name and ID#:
Michael Tierney - 31-07365
Reviewer's Telephone Number:
513-263-3674 PHONE
513-263-3571 FAX
Federal Identification Number:
20-0505849

Dear Sir or Madam:

We have received your protest regarding your organization's proposed adverse determination letter dated December 10, 2004.

We have sent your case to our Appeals Office. You will be contacted by the Appeals Office to establish a mutually agreeable time and place to have a conference concerning your case. If you do not hear from Appeals in 60 days, you may wish to contact their office regarding the status of your case by calling them at 405-297-4966.

Alternatively, if you have any questions for us, please call the reviewer whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely,



Director, Exempt Organizations
Rulings and Agreements

cc: David Bailey

Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements

Department of the Treasury
P.O. Box 2508 - Room 7008
Cincinnati, Ohio 45201

Date: OCT 03 2005

State Government Leadership
Foundation, Inc.
c/o David Bailey
Arent Fox, PLLC
1050 Connecticut Ave. NW
Washington, DC 20036-5339

Reviewer's Name and ID#:
Michael Tierney - 31-07365
Reviewer's Telephone Number:
513-263-3674 PHONE
513-263-3571 FAX
Federal Identification Number:
20-0505849

Dear Sir:

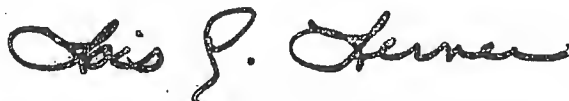
We have received your protest regarding your organization's proposed adverse determination letter dated December 10, 2004.

We have sent your case to our Appeals Office. You will be contacted by the Appeals Office to establish a mutually agreeable time and place to have a conference concerning your case. If you do not hear from Appeals in 60 days, you may wish to contact their office regarding the status of your case by calling them at 405-297-4966.

Alternatively, if you have any questions for us, please call the reviewer whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely,



Director, Exempt Organizations
Rulings and Agreements

Internal Revenue Service

Stop: 8000 OKC
55 N. Robinson, Ste 939
Oklahoma City, OK 73102

Date: October 17, 2005

State Government Leadership Foundation
c/o Timothy J. Barnes
900 2nd Street NE, Suite 201
Washington, DC 20002

Department of the Treasury

Person to Contact:
Roderick Lancaster
Employee ID:
52-07029:RL
Tel:
(410) 962-9334
Fax: (410) 962-3146
Refer Reply to:
AP:GEN:BALT: R. Lancaster
In Re:
EOD Qual of Exempt Status
Tax Period(s) Ended:
000000

Dear Mr. Barnes:

This letter is your acknowledgement that Baltimore Appeals Office has received your case for consideration.

Who We Are, What We Do, and How We Review Your Case

Appeals is separate from - and independent of - the division of the Internal Revenue Service taking the action you disagree with. What we do is review and resolve disputes. We do this in a fair and impartial manner by using the law and judicial decisions to weigh the facts. We conduct our reviews by: (1) telephone, (2) mail, and (3) personal interviews.

What You Can Expect


We will try to contact you quickly. You can expect the "Person to Contact" listed above to consider the facts in your case and try to resolve the dispute. This person may also ask for additional information to specifically explain or support the information in your file.

If our office determines that you owe the IRS, the law allows them to charge interest until you pay the amount you owe in full.

What You Can Do

- Respond quickly if asked to send additional information,
- If you wish to stop or reduce interest on part or all of the proposed balance due, you can make payments toward the tax you owe or post a cash bond,
- Contact your Appeals or Settlement Officer with any questions about the appeals process or how you can prepare for your hearing, and
- Research our website at www.irs.gov/appeals for more information.

Sincerely,



Charles Fisher

Appeals Team Manager

Enclosure: *The Appeals Process*

COPY

Wong Eric M

From: McCoy, John C. [McCoy.John@ARENTFOX.COM]
Sent: Friday, June 02, 2006 12:46 PM
To: Wong Eric M
Cc: Engle, Craig
Subject: Conference re State government leadership foundation conference

Dear Mr. Wong,

This will confirm our telephone conversation of a few minutes ago tentatively scheduling the conference to be held by telephone on July 7 at 10 AM PDT (1 PM EDT), subject to my confirming Craig Engle's availability.

One thing I should have asked you was whether it makes sense for us to try to provide you with supplemental information before the telephone conference. My thought is that it probably does not; that it will be more efficient to have the call and learn what additional materials if any we need to submit to address your concerns.

My contact information is below.

Thank you

John C. McCoy
Arent Fox, PLLC
1050 Connecticut Ave. NW
Washington, DC 20036-5339
phone (202) 857-6175
fax (202) 857-6395
mccoy.john@arentfox.com

IRS Circular 230 disclosure:

To ensure compliance with requirements imposed by the IRS, we inform you that, unless expressly stated otherwise, any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

6/6/2006

Facsimile

Arent Fox
ATTORNEYS AT LAW

Date: July 7, 2006

Pages (including cover): 5

Attorney #: 0206

Client.Matter #: 025794-00003

John C. McCoy

202.857.6175 DIRECT

202.857.6395 FAX

mccoy.john@arentfox.com

PLEASE DELIVER TO:

Name/Company

Fax #

Verify #

Eric Wong
IRS

(213) 576-4803

(213) 576-4835

MESSAGE/INSTRUCTIONS

Mr. Wong:

As promised, attached is the August 2005 Form 2848 authorizing me to represent SGLF. Since Craig Engle wasn't on that PofA and is no longer a director, I have (pursuant to my authority under the August 2005 PofA) included a form 2848 delegating him as an additional representative.

If you desire the originals of these forms, please e-mail me your postal address.

Craig Engle's direct dial is 202 775-5791 and his e-mail address is engle.craig@arentfox.com.

cc: Craig Engle
Scott Ward

PLEASE CALL OUR FAX OPERATOR AS SOON AS POSSIBLE IF TRANSMISSION IS NOT COMPLETE: 202.857.6119

This facsimile contains privileged and confidential information intended only for the use of the addressee(s) named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by telephone and return the original facsimile to us at the address below via the postal service. Thank you.

Arent Fox PLLC

1050 Connecticut Avenue, NW Washington, DC 20036-5339 202.857.6000 PHN 202.857.6395 FAX www.arentfox.com

WASHINGTON DC NEW YORK

7-7-06

Form **2848**(Rev. March 2004)
Department of the Treasury
Internal Revenue Service**Power of Attorney
and Declaration of Representative**

▶ Type or print. ▶ See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name

Telephone

Function

Date

Part I Power of Attorney**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.**1 Taxpayer Information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

State Government Leadership Foundation, Inc.
900 Second Street, NE
Suite 201
Washington, DC 20002

Social security number(s)

Employer identification
number

20 : 0505849

Daytime telephone number

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

Craig Engle
Arent Fox, PLLC
1050 Connecticut Ave., NW Washington DC 20036-5339

CAF No.

Telephone No. (202) 857-5791

Fax No. (202) 857-6395

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No.

Telephone No.

Fax No.

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No.

Telephone No.

Fax No.

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for income tax exemption	Form 1024	

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific uses not recorded on CAF.** ▶ ☐**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.List any specific additions or deletions to the acts otherwise authorized in this power of attorney: **Power to delegate**
or substitute another representative**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, Initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

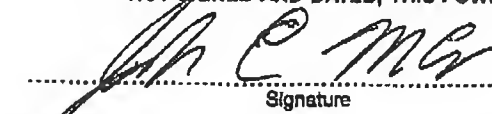
SGLF
20-0505849

Form 2848 (Rev. 3-2004)

Page 2

- 7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.
- a** If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b** If you do not want any notices or communications sent to your representative(s), check this box ☐
- 8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☒
- YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**
- 9 Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.


 Signature _____ Date 07/07/06 Per attached PofA (form 2848)
 Title (if applicable) _____

John C. McCoy
 Print Name _____ PIN Number ☐☐☐☐☐
 Print name of taxpayer from line 1 if other than individual _____

 Signature _____ Date _____ Title (if applicable) _____

 Print Name _____ PIN Number ☐☐☐☐☐

Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 2 of the instructions.

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation—Insert above letter (a–h)	Jurisdiction (state) or identification	Signature	Date
a	DC		7-7-06

Form **2848**
(Rev. March 2004)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
Received by: _____
Name _____
Telephone _____
Function _____
Date _____

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

State Government Leadership Foundation, Inc.
900 Second Street, NE,
Suite 201
Washington, DC 20002

Social security number(s)

Employer identification
number

20-0505849

Plan number (if applicable)

Daytime telephone number

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

David Bailey
Arent Fox, PLLC
1050 Connecticut Ave., NW
Washington, DC 20036-5339

CAF No. _____

Telephone No. (202) 857-6178

Fax No. (202) 857-6395

Check if new: Address ☐

Telephone No. ☐

FAX No. ☐

Name and address

John C. McCoy
Arent Fox, PLLC
1050 Connecticut Ave., NW
Washington, DC 20036-5339

CAF No. 5000-60817R

Telephone No. (202) 857-6175

Fax No. (202) 857-6395

Check if new: Address ☐

Telephone No. ☐

FAX No. ☐

Name and address

Scott Ward
Arent Fox, PLLC
1050 Connecticut Ave., NW
Washington, DC 20036-5339

CAF No. _____

Telephone No. (202) 715-8414

Fax No. (202) 857-6395

Check if new: Address ☐

Telephone No. ☐

FAX No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (See the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for income Tax Exemption	1024	

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific uses not recorded on CAF. ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See Unenrolled Return Preparer on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: Power to delegate or substitute another representative

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

For Privacy Act and Paperwork Reduction Notice, see page 4 of the instructions.

Form 2848 (Rev. 3-2004)

Form 2848 (Rev. 3-2004)

Page 2

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

- a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b If you do not want any notices or communications sent to your representative(s), check this box ☐

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Craig Engle 082905 Director
Signature Date Title (if applicable)

Craig Engle ☐ ☐ ☐ ☐ GOVERNMENT
Print Name PIN Number STATE LEADERSHIP FOUNDATION, INC.
Print name of taxpayer from line 1 if other than individual

Signature Date Title (if applicable)

☐ ☐ ☐ ☐ ☐
Print Name PIN Number

Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent - enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer - a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee - a full-time employee of the taxpayer.
 - f Family Member - a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer - the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 2 of the instructions.

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation - Insert above letter (a-h)	Jurisdiction (state) or identification	Signature	Date
a	DC	<i>Det B Bily</i>	8/29/05
a	DC	<i>[Signature]</i>	8/29/05
a	DC	<i>[Signature]</i>	8/29/05

Form 2848 (Rev. 3-2004)

Wong Eric M

From: Engle, Craig [Engle.Craig@ARENTFOX.COM]
Sent: Friday, August 18, 2006 8:04 AM
To: McCoy, John C.; Wong Eric M
Subject: RE: Following up on our telephone conversation re State Government Leadership Foundation

1. No - these are not the contribution levels to the SGLF -- the things cited below are donor programs for the RSLC - which is separate from the SGLF -- I can give you more on this when you call
2. Elected officials from both parties are invited to speak. But most of the speakers at the foundation's events are not elected officials at all, they are representatives of business and industry, or trade groups, kind of like the chamber of commerce or at a trade association meeting. No candidates are invited to speak at SGLF events.
3. No. One Director is, however, a former Democratic Attorney General from Virginia.
4. The RSLC was not intended to be the "Separate Segregated Fund" of the SGLF - although we would consider doing that if the IRS wants us to. The structure that was intended was that the SGLF would have its own money, members and expenses for non political things -- that is, issue advocacy and research regarding pro-growth policies in state governments with a particular focus on the issues state attorneys general have to decide (i.e., emerging trends in energy policy or interstate commerce). The RSLC on the other hand is meant to be political -- for those corporations or individuals that actually want to spend money to influence races, they would give to the RSLC - and the RSLC would make contributions or expenditures to state races.

So we were making every effort to follow the tax code: set up a c 4 organization that does research on state legislative and legal issues (again, just as a trade association or the chamber of commerce might) and a separate stand alone 527 political organization that would get involved in politics with its own separate money.

From: McCoy, John C.
Sent: Wednesday, August 16, 2006 4:30 PM
To: 'Wong Eric M'
Subject: Following up on our telephone conversation re State Government Leadership Foundation

Eric,

I suffered two long interruptions between hanging up the phone and putting together a note to Craig. After the interruptions, what I had considered to be my crystal clear notes were more of a dishwater gray. My translation of the notes is below, if I missed something please let me know.

1. He notes that there seem to be 3 contribution levels for "Members": Republican Atty Gen; Republican Legislative Committee; and Republican Lieutenant Governor. He wants to understand what these are.
2. He wanted to know whether the speakers at the foundation's events were elected officials and if so were they all republicans.
3. He asked whether any of the directors were elected officials.
4. He wants to understand the formal relationship between the 501(c)(4) and the PAC. He recalled you saying there was no formal relationship, but said the application said there was one in that the PAC had established the (c)(4). He acknowledge that some formal relationships between a PAC and 501(c)(4) were permissible, but he had to understand what they were.

Thanks

John
John C. McCoy
Arent Fox, PLLC
1050 Connecticut Ave. NW
8/18/2006

Washington, DC 20036-5339
phone (202) 857-6175
fax (202) 857-6395
mccoy.john@arentfox.com

IRS Circular 230 disclosure:

To ensure compliance with requirements imposed by the IRS, we inform you that, unless expressly stated otherwise, any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

Wong Eric M

From: McCoy, John C. [McCoy.John@ARENTFOX.COM]
Sent: Wednesday, August 16, 2006 1:30 PM
To: Wong Eric M
Subject: Following up on our telephone conversation re State Government Leadership Foundation

Eric,

I suffered two long interruptions between hanging up the phone and putting together a note to Craig. After the interruptions, what I had considered to be my crystal clear notes were more of a dishwater gray. My translation of the notes is below, if I missed something please let me know.

1. He notes that there seem to be 3 contribution levels for "Members": Republican Atty Gen; Republican Legislative Committee; and Republican Lieutenant Governor. He wants to understand what these are.
2. He wanted to know whether the speakers at the foundation's events were elected officials and if so were they all republicans.
3. He asked whether any of the directors were elected officials.
4. He wants to understand the formal relationship between the 501(c)(4) and the PAC. He recalled you saying there was no formal relationship, but said the application said there was one in that the PAC had established the (c)(4). He acknowledge that some formal relationships between a PAC and 501(c)(4) were permissible, but he had to understand what they were.

Thanks

John
John C. McCoy
Arent Fox, PLLC
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Washington, DC 20036-5339
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mccoy.john@arentfox.com

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8/18/2006

Wong Eric M

From: McCoy, John C. [McCoy.John@ARENTFOX.COM]
Sent: Wednesday, August 23, 2006 2:47 PM
To: Wong Eric M
Cc: Engle, Craig
Subject: RE: Following up on our telephone conversation re State Government Leadership Foundation

Eric,

Am I correct that it is the four questions from our telephone questions and the additional questions in your August 18 e-mail, or were adding something today (the 23rd) and I'm not seeing it.

Craig Engle and I had a little trouble getting together, but have now done so and hope to have a written response to you fairly soon.

John

From: Wong Eric M [mailto:Eric.M.Wong@irs.gov]
Sent: Wednesday, August 23, 2006 5:36 PM
To: McCoy, John C.
Subject: FW: Following up on our telephone conversation re State Government Leadership Foundation

John: See below for additional questions. Thanks

Eric Wong

From: Wong Eric M
Sent: Friday, August 18, 2006 9:26 AM
To: 'McCoy, John C.'
Subject: RE: Following up on our telephone conversation re State Government Leadership Foundation

John:

You have summed up the gist of my inquiry accurately. I would add the following questions to my inquiry:

1. Are the RAGA, RLCC and RLGA separate entities? Are they member entities of SGLF? Are they Republican interest based? What is the exact nature of their relationship with SGLF?
2. Are any of the SGLF conference speakers candidates for public office? Must a state official be a Republican in order to be a SGLF conference speaker?
4. Does SGLF maintain the PAC, i.e. RSLC? An affirmative answer to this question does not preclude exemption under section 501(c)(4).

Thank you, Eric Wong

From: McCoy, John C. [mailto:McCoy.John@ARENTFOX.COM]
Sent: Wednesday, August 16, 2006 1:30 PM
To: Wong Eric M
Subject: Following up on our telephone conversation re State Government Leadership Foundation

Eric,

8/25/2006

I suffered two long interruptions between hanging up the phone and putting together a note to Craig. After the interruptions, what I had considered to be my crystal clear notes were more of a dishwater gray. My translation of the notes is below, if I missed something please let me know.

1. He notes that there seem to be 3 contribution levels for "Members": Republican Atty Gen; Republican Legislative Committee; and Republican Lieutenant Governor. He wants to understand what these are.
2. He wanted to know whether the speakers at the foundation's events were elected officials and if so were they all republicans.
3. He asked whether any of the directors were elected officials.
4. He wants to understand the formal relationship between the 501(c)(4) and the PAC. He recalled you saying there was no formal relationship, but said the application said there was one in that the PAC had established the (c)(4). He acknowledge that some formal relationships between a PAC and 501(c)(4) were permissible, but he had to understand what they were.

Thanks

John
John C. McCoy
Arent Fox, PLLC
1050 Connecticut Ave. NW
Washington, DC 20036-5339
phone (202) 857-6175
fax (202) 857-6395
mccoy.john@arentfox.com

IRS Circular 230 disclosure:

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IRS Circular 230 disclosure:

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8/25/2006

Wong Eric M

From: McCoy, John C. [McCoy.John@ARENTFOX.COM]
Sent: Thursday, August 31, 2006 6:25 AM
To: Wong Eric M
Cc: englec@arentfox.com
Subject: RE: SGLF

Eric,

I need your mailing address. (Even if we fax or e-mail the letter, we'll want to send the signed hard copy.) I don't see any problem with the 9/8. Craig and I have had a little trouble getting together because of our schedules and there one or two facts we need to confirm, but I think we are very close to completing the response.

John

-----Original Message-----

From: Wong Eric M [mailto:Eric.M.Wong@irs.gov]
Sent: Wednesday, August 30, 2006 5:36 PM
To: McCoy, John C.
Subject: SGLF

John: For the record, I must place a response due date for any request for information by Appeals. I forgot to do that for this case. It is normally 2 weeks from the request date, which in this case would be September 8.

Eric Wong
Appeals Officer

IRS Circular 230 disclosure:

To ensure compliance with requirements imposed by the IRS, we inform you that, unless expressly stated otherwise, any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

9/6/2006

Facsimile

Arent Fox
ATTORNEYS AT LAW

Date: September 8, 2006

Pages (including cover): 6

Attorney #: 1801

Client.Matter #: 025794-00003

Craig Engle

202.775.5791 DIRECT

202.857.6395 FAX

engle.craig@arentfox.com

PLEASE DELIVER TO:

Name/Company

Eric Wong
Internal Revenue Service - Appeals
Division

Fax #

213 576 4803

Verify #

MESSAGE/INSTRUCTIONS

Please See Attached.

PLEASE CALL OUR FAX OPERATOR AS SOON AS POSSIBLE IF TRANSMISSION IS NOT COMPLETE: 202.857.6119

This facsimile contains privileged and confidential information intended only for the use of the addressee(s) named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by telephone and return the original facsimile to us at the address below via the postal service. Thank you.

Arent Fox PLLC

1050 Connecticut Avenue, NW

Washington, DC 20036-5339

202.857.6000 PHN

202.857.8395 FAX

WASHINGTON DC NEW YORK

www.arentfox.com

Arent Fox
ATTORNEYS AT LAW

September 8, 2006

Craig Engle
202.775.5791 DIRECT
202.857.6395 FAX
engle.craig@arentfox.com

VIA FACISIMILE (213) 576-4803

Mr. Eric Wong
Internal Revenue Service - Appeals Division
300 N. Los Angeles Street, Room 3054
Los Angeles, CA 90012

Re: State Leadership Government Foundation
EIN 20-0505849

Dear Mr. Wong:

The purpose of this letter is to respond to questions you raised in an August 16 telephone conversation with John McCoy and in August 18 and 25 emails to John.

1. You asked if the State Leadership Government Foundation (the "Foundation") might have contribution levels designated as Republican Attorneys General Association ("RAGA"); Republican Legislative Campaign Committee ("RLCC") and Republican Lieutenant Governors Association ("RLGA") and requested information that would help you understand what these are. You also asked the following specific questions concerning RAGA, RLCC and RLGA: are they separate entities; are they Republican interest based; and what is the exact nature of their relationship with the Foundation (including whether they are member entities of the Foundation).

The Foundation does not have the contribution levels you observed. Those contribution levels are part of the Republican State Leadership Committee ("RSLC"), not the Foundation. The RSLC is a separate 527 political organization and should not be confused with the Foundation.

As part of a July 2004 submission to the Internal Revenue Service, Laura Kalick included a schedule of the Foundation's program contribution levels. To help illustrate that the Foundation and the RSLC were separate organizations, she also included a schedule of RSLC's contribution levels for informational purposes. (A copy of each schedule is attached to this letter.) As you can see, RAGA, RLCC and RLGA are contribution levels or groups of the RSLC, not the Foundation.

RAGA, RLCC and RLGA are not separate legal entities nor are they member entities of the Foundation; they are merely donor groups of the RSLC. They are permitted to be Republican interest based, but they are not part of the Republican Party. The Republican

Mr. Wong
September 8, 2006
Page 2

Governors Association, Young Republicans and College Republicans are other examples of 527s that are Republican interest based – but not officially part of the Republican Party.

2. You inquired whether the speakers at the Foundation's events were elected officials and if so, whether they were all Republicans or whether a state official had to be a Republican in order to be a Foundation conference speaker.

Some of the speakers at Foundation events are elected officials, but an elected official does not have to be a Republican in order to speak. Elected officials from both political parties are invited to, and do, speak. More importantly, the majority of speakers at the Foundation's events are representatives from the private sector.

The Foundation does not want to invite candidates for public office to speak at its events. It is possible that one or more elected officials who have spoken at Foundation events have done so at a time when they were either up for reelection or possibly a candidate for another elected office; however, any elected official in that position would have been speaking at the Foundation event solely in his capacity as a sitting elected official, not as a candidate. No one is allowed to solicit campaign contributions at SGLF events.

3. You inquired whether any of the Foundation's directors are elected officials.

None of the Foundation's directors are elected officials. One current director previously served two terms as the Attorney General of Virginia in the 1970's. He was elected as a Democrat and has continued to participate in the Democratic Party. With that one exception, no current or former member of the Foundation's Board of Directors has ever held elective office.

4. The Foundation and RSLC do not regard themselves as connected in any formal or legal sense. The Foundation is designed to give a broad range of business and industry leaders a non-partisan forum to debate issues of the importance to them and to state governments. It does not make any political contributions or is it affiliated with the Republican Party.

The RSLC, on the other hand, is a 527 political organization and reports its annual operations on Form 1120-POL. RSLC raises its own money from its own donors for the purpose of making political contributions. Some of the RSLC's donors give to the Foundation as well, but the majority do not. Some of the Foundation's donors also give separate contributions to the RSLC. But each organization has a separate legal identity *and the Foundation does not solicit funds for the RSLC*. The only flow of money between the two organizations are reimbursements pursuant to the cost sharing arrangements for space and personnel.

Although they do not have formal or legal connections, the Foundation and the RSLC do have one historical and some continuing ties. Specifically:

- Timothy J. Barnes, the Executive Director of RSLC initiated the Foundation and led its formation. Mr. Barnes also served as a member of the Foundation's three-member board of directors for a short period of time. During that time, Mr. Barnes was also a member of the RSLC's board of directors. Mr. Barnes is the only person who has ever served on

Mr. Wong
September 8, 2006
Page 3

the Foundation's board of directors who was also serving, or had previously served, as a member of the RSLC board of directors.

- RSLC and the Foundation share space and some personnel. Previous submissions have described the cost allocation and sharing methodology to ensure one organization does not subsidize the other.
- As you and I discussed earlier today, meeting agendas show the Foundation did hold some of its educational events with the Republican Attorney Generals Association and Republican Legislative Campaign Committee. Elected officials, corporate members of the Foundation and representatives of the donor groups of the RSLC were invited to attend *provided they paid an additional conference fee to cover the cost of the event*. Importantly, the RSLC does not subsidize Foundation events.

We feel the relationship between the RSLC and the Foundation is quite typical of relationships between 527 and c4s across the United States. The Foundation is a non-partisan or bi-partisan organization that benefits numerous businesses and industries. It even financed a legal brief filed before the Supreme Court of the United States. We believe there is no basis to deny the Foundation's request for exemption. If you require any additional information or clarifications, please telephone me.

Very truly yours,



Craig Engle

STATE GOVERNMENT LEADERSHIP FOUNDATION

STATE GOVERNMENT LEADERSHIP FOUNDATION PROGRAM CONTRIBUTION LEVELS*

ANNUAL TASK FORCE PARTICIPATION:

Asbestos Task Force	\$50,000
Energy Task Force	\$50,000
Pharmaceutical and Healthcare Reform Task Force	\$50,000
Securities Regulation Task Force	\$50,000

CONFERENCE FEES:

Per Person, Per Conference	\$295
(Includes all meetings, attendee must pay own travel and lodging)	

* Other contributions may be accepted for less than full program benefits.

REPUBLICAN STATE LEADERSHIP COMMITTEE

REPUBLICAN STATE LEADERSHIP COMMITTEE CONTRIBUTION LEVELS

REPUBLICAN ATTORNEYS GENERAL ASSOCIATION

MEMBERSHIP LEVELS:

Roundtable	\$25,000 Annual Contribution
Committee	\$15,000 Annual Contribution
Forum	\$10,000 Annual Contribution
Caucus – One Year Only	\$5,000 Annual Contribution

REPUBLICAN LEGISLATIVE CAMPAIGN COMMITTEE

MEMBERSHIP LEVELS:

Cloak Room	\$25,000 Annual Contribution
Leadership Board	\$15,000 Annual Contribution
Speaker's Caucus	\$10,000 Annual Contribution
Advisory Board	\$5,000 Annual Contribution

REPUBLICAN LIEUTENANT GOVERNORS ASSOCIATION

MEMBERSHIP LEVELS:

Council	\$10,000 Annual Contribution
Board	\$5,000 Annual Contribution

Arent Fox
ATTORNEYS AT LAW

October 19, 2006

Craig Engle
202.775.5791 DIRECT
202.857.6395 FAX
engle.craig@arentfox.com

Eric Wong
Internal Revenue Service – Appeals Division
300 N. Los Angeles Street, Room 3054
Los Angeles, CA 90012

Re: Application for 501(c)(4) State Government Leadership Foundation

Dear Mr. Wong:

Thank you very much for your telephone calls and emails over the last several weeks regarding the application for exemption for the State Government Leadership Foundation.

I am glad you have untangled any confusion the IRS may have initially had about the SGLF and its separation from the Republican State Leadership Committee. As we recently discussed, the SGLF is *not* a Republican organization. It is a non-partisan public issues organization that promotes discussion of current legal and legislative matters facing state governments.

You asked for any additional information we may have to further prove this assertion and examples of recent meeting agendas.

1. The newest Board member of the SGLF is Andy Miller, the former *Democratic* Attorney General from Virginia.
2. The SGLF is currently planning its 5th Annual Spring Meeting. As the attached document shows (Exhibit 1), this meeting is once again scheduled to coincide with the prestigious NAAG Spring Meeting.

NAAG is the well-known, non-partisan National Association of Attorneys General of the United States. Most State Attorneys General attend the annual NAAG meeting in their official capacity: and then also participate in adjacent SGLF forums. SGLF panels often address the same topics discussed in NAAG meetings, but in smaller, more collaborative settings.

Importantly, our SGLF Spring meetings have included many *Democratic* Attorneys General who either attend or often speak at our forums (see list at the bottom of Exhibit 1).

3. The largest non-partisan forum conducted by the SGLF was its 2005 Annual Forum at the National Press Club. As the attachment shows (Exhibit 2), this meeting was attended by numerous business leaders, moderated by a Fox news anchor and included several bi-partisan debates. A list of Republicans and Democratic invitees is included.

Eric Wong
October 19, 2006
Page 2

4. Finally, the SGLF has listed for your information (Exhibit 3) all its meetings and issue-related conference calls during 2005.

In closing, the SGLF is a non-partisan forum. There is a separation between it and the RSLC. Members of both political parties are invited to, and do attend, SGLF events.

Please let me know if there is any further information we can provide to you.

Best regards,

A handwritten signature in black ink, appearing to read "Craig Engle", with a long horizontal stroke extending to the right.

Enclosures

STATE GOVERNMENT LEADERSHIP FOUNDATION

TO: CRAIG ENGLE, ARENT FOX PLLC

FROM: ERICA ASTLEFORD

DATE: TUESDAY, OCTOBER 18, 2006

RE: 2007 SPRING MEETING

We are currently solidifying plans for the 5th annual Spring Meeting. Each year the SGLF has chosen dates and locations that coincide with the National Association of Attorneys General (NAAG) Spring Meeting. NAAG is a bi-partisan organization which facilitates interaction among all state attorneys general. They achieve this goal by hosting three meetings each year throughout the United States. The reason we feel working around the NAAG meeting and the official NAAG agenda to be of such critical importance is what takes place during the SGLF Spring Meeting.

The SGLF Spring Meeting agenda includes panels which directly address topics slated to be highlighted during the NAAG Spring Meeting along with a couple of social meals. Often time our panelists will be panelists at the NAAG Meeting. The Spring Meeting along with all of the other SGLF meetings are open to all SGLF members.

Below, please find the list of former Democrat Attorneys General that have participated in our National Meetings.

Former Democrat Attorneys General Attendees

Jeffrey Modisett, IN

Chris Gorman, KY

Mike Moore, LA

Andrew Ketterer, ME

Frankie Sue Del Papa, NV

Jerry Diamond, VT

STATE GOVERNMENT LEADERSHIP FOUNDATION

2005 ANNUAL FORUM

AGENDA

THE NATIONAL PRESS CLUB
529 14TH STREET, NW
WASHINGTON, DC

WEDNESDAY, DECEMBER 7, 2005

8:30 A.M. – 9:00 A.M.

REGISTRATION

LOCATION: THE CONFERENCE ROOMS, 13TH FLOOR

9:00 A.M. – 10:30 A.M.

**MULTI-STATE ACTIONS BY STATE ATTORNEYS GENERAL:
*CONSUMER PROTECTION OR ABUSE OF POWER?***

LOCATION: THE CONFERENCE ROOMS, 13TH FLOOR

SPEAKERS: STEVEN B. HANTLER, ESQUIRE

DAIMLERCHRYSLER CORPORATION

RICHARD F. SCRUGGS, ESQUIRE

THE SCRUGGS LAW FIRM

MODERATOR: HON. ANDREW P. NAPOLITANO, FOX NEWS CHANNEL

10:45 A.M. – 12:00 P.M.

**UNIFORM REGULATION OF COMMERCE AND STATE ATTORNEYS GENERAL:
*THE VIRTUES OF FEDERALISM AND THE REALITIES OF INTERSTATE COMMERCE***

LOCATION: THE CONFERENCE ROOMS, 13TH FLOOR

SPEAKERS: MICHAEL S. GREVE

AMERICAN ENTERPRISE INSTITUTE

HON. JAMES E. TIERNEY, ESQUIRE

DIRECTOR, NAT'L STATE ATTORNEYS GENERAL PROGRAM

COLUMBIA LAW SCHOOL

MODERATOR: HON. ANDREW P. NAPOLITANO, FOX NEWS CHANNEL

12:00 P.M. – 1:30 P.M.

LUNCH

LOCATION: THE FIRST AMENDMENT LOUNGE, 13TH FLOOR

CONFIRMED ATTORNEY GENERAL PARTICIPANTS

ATTORNEY GENERAL STEVE CARTER, INDIANA

ATTORNEY GENERAL MIKE COX, MICHIGAN

ATTORNEY GENERAL TOM CORBETT, PENNSYLVANIA

ATTORNEY GENERAL HENRY McMASTER, SOUTH CAROLINA

ATTORNEY GENERAL JUDY JAGDMANN, VIRGINIA

STATE GOVERNMENT LEADERSHIP FOUNDATION

2005 ANNUAL FORUM

SPEAKER BIOGRAPHIES

MICHAEL S. GREVE "GREE-VA"

AMERICAN ENTERPRISE INSTITUTE

Greve studies federalism, constitutional law, environmental policy, and Internet regulation. He is the author of AEI's *Federalist Outlook* and the director of AEI's Federalism Project.

Professional Experience

- Co-Founder and Executive Director, Center for Individual Rights, 1989-2000
- Adjunct professor, Cornell University, 1994
- Resident scholar, Washington Legal Foundation, 1988-1989
- Program Officer, Smith Richardson Foundation, 1986-1988

Education

Ph.D., Government, Cornell University
M.A., Government, Cornell University
Diploma, University of Hamburg, West Germany

STEVE B. HANTLER

ASSISTANT GENERAL COUNSEL

DAIMLERCHRYSLER

Steven B. Hantler is DaimlerChrysler Corporation's Assistant General Counsel for Government and Regulation. He directs the Company's Class Action Group, Consumer Litigation Group, litigation communications function, and legal reform activities.

He also serves as Chairman of the American Justice Partnership.

Since joining Chrysler in 1981, he has brought leadership and innovation to a succession of management roles resulting in reduced costs and better legal outcomes for the Company. During his career, he has served as Assistant General Counsel of Litigation Strategy and Communications, Assistant General Counsel of General and Consumer Litigation, Chrysler's Manufacturing Group Counsel, and Associate General Counsel of Gulfstream Aerospace Corporation. Mr. Hantler also served as Senior Trial Attorney for several years. Prior to joining Chrysler, he was engaged in the private practice of law.

Mr. Hantler is one of the nation's leading experts on legal reform and has contributed to legal reform initiatives in many states and at the federal level. He serves on the boards of directors of the Michigan and Florida Chambers of Commerce, the New York University Law School Center for Labor and Employment, the American Tort Reform Association and is legal reform advisor to the Council of State Chambers. He also chairs the board of directors of the State Government Leadership Foundation, which is dedicated to educating state leaders on timely public policy issues. He is a Senior Fellow at the Pacific Research Institute.

He previously served as Steering Committee Chair of the U.S. Chamber Legal Reform Institute and as the Chair of the Advisory Board of the National Judicial College.

Mr. Hantler is also a leader in civic and professional affairs. He previously served on the Judicial Review Committee for Governor John Engler; on the Judicial Review Committee for U.S. Senator Spencer Abraham; on the Environment, Safety, and Health Advisory Committee to the President of the University of California; as Chief of Staff to the Law and Public Safety Departments of the Transition Committee for Mayor Dennis Archer; and, as Co-Chair of the City of Detroit Law Department Restructuring Team.

He is frequently invited to speak at national meetings on civil justice reform, employment law, process re-engineering, and occupational safety and health issues. His keynote speech at the Republican Attorneys General Association Summer 2003 meeting, "*The Seven Myths of Highly Effective Plaintiffs Lawyers*," has been published by Vital Speeches of the Day. His monograph of the same title has been published by The Manhattan Institute. Another of his speeches, "*The Three Catastrophes of Asbestos Litigation*," has also been published by Vital Speeches of the Day, The Federalist Society, The Manhattan Institute, and the Washington Legal Foundation.

His articles have been published by *The Wall Street Journal*, *Litigation Management Magazine*, *Chief Legal Executive Magazine* and the *San Francisco Examiner*. His "*Primer on Civil Justice Reform at the Federal Level*," was published by the U.S. Chamber of Commerce

HONORABLE ANDREW P. NAPOLITANO
SENIOR JUDICIAL ANALYST
FOX NEWS CHANNEL

Andrew P. Napolitano joined FOX News Channel in May 1998, and currently serves as a senior judicial analyst. He appears daily on *The Big Story with John Gibson*, co-hosts *FOX and Friends* once a week and is a regular on *The O'Reilly Factor*.

Napolitano is the youngest life-tenured Superior Court Judge in the history of the State of New Jersey. While on the bench from 1987-95, Judge Napolitano tried over 150 jury trials, and sat in all parts of the Superior Court — Criminal, Civil, Equity and Family.

For eleven years, Napolitano served as an adjunct professor at Seton Hall Law School, where he taught constitutional law and jurisprudence. He returned to private law practice in 1995, the same year he began his career in broadcasting.

Napolitano received his undergraduate degree from Princeton University and his Juris Doctor from the University of Notre Dame.

RICHARD F. SCRUGGS
THE SCRUGGS LAW FIRM

Richard F. Scruggs of the Scruggs Law Firm lives in Oxford, Mississippi, and is a graduate of the University of Mississippi with a B.A. (1969) and a Juris Doctorate (1977). Mr. Scruggs is a Fellow in the International Academy of Trial Lawyers and the American Inns of Court. Mr. Scruggs is a former Navy carrier pilot and has been featured in the *Wall Street Journal* (March 15, 1996), *The Washington Post* (March 30, 1998), *Time Magazine* (July 17, 2000), *Newsweek* (December 6, 1999), *Fortune* (March 16, 1998 and July 3, 2000), *The Weekly Standard* (August 11, 1997), *Business Week*

(June 16, 1997), Forbes (March 8, 1999), George (June 1999), and the cover story of the American Lawyer (April 1996) for, among other things, his role in the State of Mississippi's pioneering litigation to recover public health care expenditures from the tobacco industry. He was featured recently in a PBS Frontline documentary and CNN/Fortune's Newstand program. Mr. Scruggs has been interviewed on NBC Dateline, 60 Minutes, and has made numerous appearances on ABC, CBS, NBC and CNN Nightly News. Most recently Mr. Scruggs was featured with Dan Rather on 60 Minutes II, and a PBS Frontline Documentary regarding managed care litigation.

Mr. Scruggs was named 1997 Mississippi Citizen of the Year by the March of Dimes. Mr. Scruggs was selected as the Outstanding Philanthropist by the Gulf Coast Community Foundation for the year 2000. Regularly active in civic affairs, Mr. Scruggs is past or present Director of Central Mississippi Legal Services Corporation, South Mississippi Legal Services Corporation, Piney Woods Country Life School, The University of Mississippi Foundation and the Pine Burr Area Council, Boy Scouts of America. He was the Fundraising Event Chairman of the American Cancer Society and the 1995 King of Hearts of the American Heart Association. He established the Richard F. Scruggs Endowment Fund at the University of Mississippi for the children of present or former employees of shipyard workers, and recently made a \$30 million gift to the University of Mississippi.

In addition to his successful advocacy on behalf of the states against the tobacco industry, Mr. Scruggs is a strong advocate of consumerism. Mr. Scruggs recently won a \$50 million verdict in federal court on behalf of a nationwide class of senior citizens who were victimized by a predatory lending scheme financed by Wall Street. Mr. Scruggs is a vocal advocate for federalism and states rights, and he strongly opposes the recent efforts by Washington-based business groups to "federalize" state consumer and tort laws.

HONORABLE JAMES E. TIERNEY
DIRECTOR, NATIONAL STATE ATTORNEYS GENERAL PROGRAM
COLUMBIA LAW SCHOOL

James E. Tierney is the Director of the National State Attorneys General Program, at Columbia Law School, where he has also taught as a Lecturer-in-Law since the fall of 2000. Tierney served as the Attorney General of Maine from 1980 until 1990. He currently practices as a consultant to attorneys general and others regarding state regulatory structures and multi-state initiatives. Tierney is a graduate of the University of Maine and its School of Law.

During his ten years as Attorney General of Maine, Tierney played an active role in the National Association of Attorneys General (NAAG), including service on NAAG's Executive Board and various committees. Both while in office and since he has left, Tierney has instructed newly elected state attorneys general on the effective performance of their office. He has served as a Special Prosecutor in Pennsylvania, Minnesota and Vermont and on behalf of NAAG has authored an analysis of the operations of state grand jury practice throughout the United States.

Tierney has been a Wasserstein Fellow at Harvard Law School and has guest lectured at many law schools about the office of state attorney general. He has also taught at Boston College Law School, Northeastern Law School and the University of Maine School of Law. He has served on the Boards of both the American Judicature Society and was a member of the Board of Commentators of the Courtroom Television Network where he regularly appeared as a guest.

STATE GOVERNMENT LEADERSHIP FOUNDATION

TO: STEVEN B. HANTLER
RICHARD F. SCRUGGS

FROM: J. CHRISTOPHER JANKOWSKI

DATE: MONDAY, NOVEMBER 28, 2005

RE: OUTLINE FOR DEBATE:
MULTI-STATE ACTIONS BY STATE ATTORNEYS GENERAL:
CONSUMER PROTECTION OR ABUSE OF POWER?

Thank you for participating in the presentation at the upcoming SGLF Forum. I understand that you have both engaged in legal reform debates with each other in a variety of forums, but this debate promises to be different. First, the debate will focus on legal reform issues in the context of state attorneys general activity, and second, you will be questioned by a panel of state attorneys general much like a panel of reporters would question political candidates in a debate. With that in mind, I request that you tailor your comments and discussion to points relevant to the role of attorneys general in the civil justice system.

FORMAT:

The debate will be structured to allow the speakers to present an overview of their perspective on the topic in the first half hour. These introductory comments will be followed by questions from a panel of state attorneys general as led by the moderator. The state attorneys general may also make comments, but their primary role is to help foster the debate between the speakers and the issues raised or even issues not touched on specifically, but relevant to the topic. The debate will conclude with each speaker making summary closing comments on the topic. The moderator will lead the program and will use his best judgment and discretion to keep the dialogue lively but orderly, and above all, on schedule.

TIMING: ONE HOUR AND THIRTY MINUTES:

1. Moderator introduces the speakers and the subject of the debate: 5 minutes.
2. Each speaker makes introductory comments: 10-15 minutes each.
3. Questions from Attorneys General: 3 minute response per question
(Approximately 35 minutes total)
4. Closing Comments by speakers: 5 minutes each.

The debate is scheduled for 9:00 a.m. – 10:30 a.m.

STATE GOVERNMENT LEADERSHIP FOUNDATION

TO: MICHAEL S. GREVE
JAMES E. TIERNEY

FROM: J. CHRISTOPHER JANKOWSKI

DATE: MONDAY, NOVEMBER 28, 2005

RE: OUTLINE FOR DEBATE:
UNIFORM REGULATION OF COMMERCE AND STATE ATTORNEYS GENERAL:
THE VIRTUES OF FEDERALISM AND THE REALITIES OF INTERSTATE COMMERCE

Thank you for participating in the presentation at the upcoming SGLF Forum. After reviewing the following details on the format and timing, please let me know if you have any questions or comments. This will not be a formal debate, but time constraints will require that we adhere to the timeline.

FORMAT:

The debate will be structured to allow the speakers to present an overview of their perspective on the topic in the first half hour. These introductory comments will be followed by questions from a panel of state attorneys general as led by the moderator. The state attorneys general may also make comments, but their primary role is to help foster the debate between the speakers and the issues raised or even issues not touched on specifically, but relevant to the topic. The debate will conclude with each speaker making summary closing comments on the topic. The moderator will lead the program and will use their best judgment and discretion to keep the dialogue lively but orderly, and above all, on schedule.

TIMING: ONE HOUR AND FIFTEEN MINUTES:

1. Moderator introduces the speakers and the subject of the debate: 5 minutes.
2. Each speaker makes introductory comments: 10-15 minutes each.
3. Questions from Attorneys General: 3 minute response per question
(Approximately 35 minutes total)
4. Closing Comments by speakers: 5 minutes each.

The debate is scheduled for 10:45 a.m. – 12:00 p.m.

STATE GOVERNMENT LEADERSHIP FOUNDATION

SAVE THE DATE

THE STATE GOVERNMENT LEADERSHIP FOUNDATION

INVITES YOU TO THE

1ST ANNUAL SGLF FORUM

ON

WEDNESDAY, DECEMBER 7, 2005

AT

THE NATIONAL PRESS CLUB
529 14TH STREET, NW
WASHINGTON, DC

TENTATIVE AGENDA

REGISTRATION

FORUM ISSUE I: MULTI-STATE ACTIONS BY STATE ATTORNEYS GENERAL:
CONSUMER PROTECTION OR ABUSE OF POWER?

FORUM ISSUE II: UNIFORM REGULATION OF COMMERCE:
THE VIRTUES OF FEDERALISM AND THE REALITIES OF INTERSTATE COMMERCE
LUNCH

TICKETS ARE \$75.00 PER PERSON.

PLEASE CALL (202) 349-2423 OR E-MAIL SGLF@SGLF.ORG
WITH ANY QUESTIONS.

FORMAL INVITATIONS TO BE MAILED SHORTLY.

THIS EVENT IS PAID FOR BY THE STATE GOVERNMENT LEADERSHIP FOUNDATION (SGLF).
CONTRIBUTIONS TO THE SGLF ARE NOT DEDUCTIBLE AS CHARITABLE DONATIONS.

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

Dear Friends of the SGLF,

Please save the date for the 1st Annual State Government Leadership Foundation Forum on Wednesday, December 7, 2005.

- For event details and the registration form, please see the attachment.
- Tickets are available at \$50.00 per person.
- To RSVP or for more information, contact Erica Astleford at (202) 349-2423 or eastleford@sglf.org.
- Formal invitations have been mailed.

Sincerely,
The SGLF

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

Dear Friends of the SGLF,

We are pleased to announce the **Honorable Andrew Napolitano** has agreed to moderate the State Government Leadership Foundation Forum. You can find Judge Napolitano's biographical information below.

- The SGLF Forum is on Wednesday, December 7, 2005.
- Please see the attached document for the event agenda and registration form.
- Tickets are still available at \$50.00 per person.
- To RSVP or for more information, contact Erica Astleford at (202) 349-2423 or astleford@sglf.org.

The Honorable Andrew P. Napolitano



Andrew P. Napolitano joined FOX News Channel in May 1998, and currently serves as a senior judicial analyst. He appears daily on *The Big Story with John Gibson*, co-hosts *FOX and Friends* once a week and is a regular on *The O'Reilly Factor*.

Napolitano is the youngest life-tenured Superior Court Judge in the history of the State of New Jersey. While on the bench from 1987-95, Judge Napolitano tried over 150 jury trials, and sat in all parts of the Superior Court — Criminal, Civil, Equity and Family.

For eleven years, Napolitano served as an adjunct professor at Seton Hall Law School, where he taught constitutional law and jurisprudence. He returned to private law practice in 1995, the same year he began his career in broadcasting.

Napolitano received his undergraduate degree from Princeton University and his Juris Doctor from the University of Notre Dame.

Sincerely,
The SGLF

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

November 22, 2005

The Honorable Terry Goddard
Attorney General
State of Arizona
1275 W. Washington St.
Phoenix, AZ 85007

Dear General Goddard,

On behalf of the State Government Leadership Foundation (SGLF), I invite you to attend the first annual SGLF Forum on December 7, 2005 in Washington, DC. In addition to your attendance, we welcome your participation in any of the presentations listed on the attached agenda. The forum promises to provide a fast paced and engaging discussion of fundamental issues relating to state attorneys general, while continuing the important dialogue on the role of state attorneys general.

The State Government Leadership Foundation, a 501(c)4 organization (application pending) under the Internal Revenue Code, is dedicated to educating elected or appointed state government officials on a wide range of public policy issues. The SGLF devotes resources to forums, research and training, conferences and other means of communication and dialogue among state leaders. The State Government Leadership Foundation is an affiliate of the Republican State Leadership Committee.

Enclosed you will find information on the SGLF forum. Please feel free to contact me at (202) 349-2423 if you are interested in attending, or if you have any questions concerning the forum. Reimbursement for travel expenses is available on a limited basis.

Sincerely,

Tim Barnes
President
State Government Leadership Foundation

Enclosure

Title	Full Name	Last Name	Company
The Honorable	Greg	Abbott	Office of the Attorney General
The Honorable	Kelly	Ayotte	Office of the Attorney General
The Honorable	Thurbert	Baker	Office of the Attorney General
The Honorable	Mike	Beebe	Office of the Attorney General
The Honorable	Mark	Bennett	Office of the Attorney General
The Honorable	Richard	Blumenthal	Office of the Attorney General
The Honorable	Jon	Bruning	Office of the Attorney General
The Honorable	Bob	Butterworth	St. Thomas University
The Honorable	Steve	Carter	Office of the Attorney General
The Honorable	George	Chanos	Office of the Attorney General
The Honorable	Roy	Cooper	Office of the Attorney General
The Honorable	Tom	Corbett	Office of the Attorney General
The Honorable	Mike	Cox	Office of the Attorney General
The Honorable	Pat	Crank	Office of the Attorney General
The Honorable	Charlie	Crist	Office of the Attorney General
The Honorable	J. Joseph	Curran Jr.	Office of the Attorney General
The Honorable	Drew	Edmondson	Office of the Attorney General
The Honorable	Charles	Foti	Office of the Attorney General
The Honorable	Terry	Goddard	Office of the Attorney General
Mr.	Michael	Greve	American Enterprise Institute
Mr.	Steve	Hantler	DaimlerChrysler
The Honorable	Peter C.	Harvey	Office of the Attorney General
The Honorable	Mike	Hatch	Office of the Attorney General
The Honorable	Jim	Hood	Office of the Attorney General
The Honorable	Judy	Jagdmann	Office of the Attorney General
The Honorable	Troy	King	Office of the Attorney General
The Honorable	Phill	Kline	Office of the Attorney General
The Honorable	Peg	Lautenschlager	Office of the Attorney General
The Honorable	Bill	Lockyer	Office of the Attorney General
The Honorable	Larry	Long	Office of the Attorney General
The Honorable	Patrick	Lynch	Office of the Attorney General
The Honorable	Lisa	Madigan	Office of the Attorney General
The Honorable	Patricia A.	Madrid	Office of the Attorney General
The Honorable	David	Marquez	Office of the Attorney General
The Honorable	Mike	McGrath	Office of the Attorney General
The Honorable	Darrell V.	McGraw Jr.	Office of the Attorney General

The Honorable	Rob	McKenna	Office of the Attorney General
The Honorable	Henry	McMaster	Office of the Attorney General
The Honorable	Tom	Miller	Office of the Attorney General
The Honorable	Hardy	Myers	Office of the Attorney General
The Honorable	Andrew	Napolitano	FOX News Channel
The Honorable	Jeremiah W.	Nixon	Office of the Attorney General
The Honorable	Jim	Petro	Office of the Attorney General
The Honorable	Tom	Reilly	Office of the Attorney General
The Honorable	G. Steven	Rowe	Office of the Attorney General
Mr.	Richard	Scruggs	The Scruggs Law Firm
The Honorable	Mark	Shurtleff	Office of the Attorney General
The Honorable	William H.	Sorrell	Office of the Attorney General
The Honorable	Eliot	Spitzer	Office of the Attorney General
The Honorable	Wayne	Stenehjem	Office of the Attorney General
The Honorable	Greg	Stumbo	Office of the Attorney General
The Honorable	Paul G.	Summers	Office of the Attorney General
The Honorable	John	Suthers	Office of the Attorney General
The Honorable	James	Tierney	Columbia Law School
The Honorable	Lawrence	Wasden	Office of the Attorney General

STATE GOVERNMENT LEADERSHIP FOUNDATION

November 22, 2005

«Title» «Full_Name»

«Office»

«Address_1»

«Address_2»

«City_ST_Zip»

Dear General «Last_Name»,

On behalf of the State Government Leadership Foundation (SGLF), I invite you to attend the first annual SGLF Forum on December 7, 2005 in Washington, DC. The forum promises to provide a fast paced and engaging discussion of fundamental issues relating to state attorneys general, while continuing the important dialogue on the role of state attorneys general.

The State Government Leadership Foundation, a 501(c)4 organization (application pending) under the Internal Revenue Code, is dedicated to educating elected or appointed state government officials on a wide range of public policy issues. The SGLF devotes resources to forums, research and training, conferences and other means of communication and dialogue among state leaders. The State Government Leadership Foundation is an affiliate of the Republican State Leadership Committee.

Enclosed you will find the agenda and registration form for the SGLF Forum. I hope to see you on December 7. Please feel free to contact our offices at (202) 349-2423 if you have any questions or concerns.

Sincerely,

Tim Barnes
President
State Government Leadership Foundation

Enclosure

SGLF Forum Attendees

Pre	First Name	Last Name	Company
Ms.	Cheryl	Matheis	American Association of Retired People
Mr.	Michael	Greve	American Enterprise Institute
Ms.	Kristyn	Shayon	American Justice Partnership
Mr.	Steve	Nowlan	American Justice Partnership
Ms.	Kristin	Bodenstedt	Bacardi U.S.A. Inc.
Mr.	Mike	Lange	Berman DeValerio Pease Tabacco Burt & Pucillo
Ms.	Paula	Prahl	Best Buy Co. Inc.
Mr.	Keith	Brancato	Bingham Consulting Group
Mr.	Brandon	Partridge	Braintree Advisors, LLC
Ms.	Carrie	Hartgen	Cendant Corporation
Mr.	Wayne	Covert	Check Into Cash
Ms.	Lauren	Hosie	Check Into Cash
Ms.	Karen	Anderson	Citigroup, Inc.
	Attorney General Tom	Corbett	Commonwealth of Pennsylvania
Ms.	Kara	Marshall	Community Financial Services Association
Ms.	Christine	Hall	Competitive Enterprise Institute
Mr.	Sam	Kazman	Competitive Enterprise Institute
Mr.	Andras	Kosaras	Council on Foundations
Mr.	Stefan	Kenn	DaimlerChrysler
Mr.	Steven	Hantler	DaimlerChrysler
Mr.	Bernie	Nash	Dickstein Shapiro Morin & Oshinsky LLP
Mr.	Milton	Marquis	Dickstein Shapiro Morin & Oshinsky LLP
Mr.	Dean	Heyl	Direct Selling Association
Mr.	John	Webb	Direct Selling Association
Ms.	Jennifer	O'Brien	First Data Corporation
Mr.	Teross	Young	Food Lion LLC
	Judge Andrew	Napolitano	Fox News
Ms.	Sandie	Benen	GlaxoSmithKline Inc.
Mr.	Charlie	Condon	JK Harris Companies
Mr.	Mark	McNair	Kaplan Fox & Kilsheimer LLP
Ms.	Mary	Morris	Kaplan Fox & Kilsheimer LLP
Ms.	Cathy	Landau-Painter	KPMG LLP
Mr.	Timothy	Callan	Levick Strategic Communications
Mr.	Kevin	Finnegan	Merck & Co., Inc.
Mr.	Paul	Hilliar	Mortgage Bankers Association
Mr.	Todd	Flournoy	Motion Picture Association of America
Mr.	Stephen	Woods	National Federation of Independent Business
Mr.	Richard	Hauser	National Legal Center
Mr.	James	Tierney	National State Attorneys General Program
Mr.	Walter	Cohen	Obermayer Rebmann Maxwell & Hippel LLP
Mr.	Mike	Moore	Phelps Dunbar LLP
Mr.	Andrew	Miller	Powell Goldstein LLP
Mr.	David	Golden	Property Casualty Insurance Association of America
Mr.	David	Powers	R.J. Reynolds Tobacco Company
Mr.	Chris	Gorman	Rescare, Inc. C/O Conliffe, Sandmann & Sullivan
Ms.	Kathryn	Lavriha	Sanofi - Aventis
Mr.	Ben	Sachs	Service Employees International Union
Mr.	Tim	Barnes	SGLF President
Mr.	Victor	Schwartz	Shook, Hardy & Bacon LLP
Ms.	Leah	Lorber	Shook, Hardy & Bacon LLP
Mr.	Greg	Kilgore	Sprint Nextel Corporation
	Attorney General Steve	Carter	State of Indiana
	Attorney General Mike	Cox	State of Michigan
	Attorney General Henry	McMaster	State of South Carolina
Mr.	Benjamin	Lerner	Stateside Associates

SGLF Forum Attendees

Ms.	Brandy	Nannini	The Century Council
Mr.	Erik	Strickland	The Century Council
Ms.	Marie	Chelli	The Chelli Group
Ms.	Courtney	Armour	The Distilled Spirits Council of the U.S.
Mr.	Richard	Scruggs	The Scruggs Law Firm
Mr.	Dan	Leary	T-Mobile USA, Inc.
Ms.	Cheryl	Evans	U.S. Chamber - Institute for Legal Reform
Ms.	Martha	Derthick	University of Virginia
Mr.	Craig	Wolf	Wine and Spirits Wholesalers of America
Mr.	Kevin	Riordan	



ATTORNEY GENERAL OF MISSOURI
JEREMIAH W. (JAY) NIXON

December 2, 2005

Tim Barnes
President
State Government Leadership Foundation
1400 K Street, NW, Suite 450
Washington, D.C. 20005

Dear Mr. Barnes:

Thank you for the invitation to participate in the State Government Leadership Foundation Forum on Wednesday, December 7. However, due to scheduling conflicts, I regret that I will not be able to attend.

Again, thank you for the invitation. I hope the event is a success.

Sincerely,

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a series of loops and a final horizontal stroke.

JEREMIAH W. (JAY) NIXON
Attorney General

STATE GOVERNMENT LEADERSHIP FOUNDATION

STATE GOVERNMENT LEADERSHIP FOUNDATION 2005 MEETINGS

January 19, 2005 – Pharmaceutical Task Force Meeting

March 14, 2005 – Too Quick to Judge Issue Briefing:
The Use, Abuse and Overuse of Criminal Sanctions for Business Conduct

March 14, 2005 – Junk Science and Jackpot Justice Issue Briefing:
Is MTBE the Flavor of the Month?

June 5, 2005 – Energy Task Force Meeting

June 5, 2005 – Pharmaceutical Task Force Meeting

June 6, 2005 – Proportional Response: Are Companies Treated Fairly By State Attorneys General

June 6, 2005 – Securing Information in the Digital World

June 18, 2005 – Private Sector Medicaid Solutions:
Encouraging the Purchase of Long-term Care Insurance

June 18, 2005 – Bio-Tech: Precautionary Principle: Science or Scam?

June 18, 2005 – Legal Reform: A New Partnership Approach to State Legal Reform

June 18, 2005 – The Partnership for Prescription Assistance:
Because Millions of People Need Help Paying for Medicine

July 16, 2005 – Lieutenant Governors Roundtable: Innovative State Leadership.

July 16, 2005 – Legal Reform: Voices for Reform

September 19, 2005 – Mercury and Vaccines: What's the Real Story?

September 19, 2005 – Importation and International Differences in Health Costs

October 17, 2005 – Energy Task Force Meeting

October 17, 2005 - Telecom Reform: State Legislative Outlook

October 17, 2005 - Attorney General Update: State's Rights and the 21st Amendment

Facsimile

Arent Fox
ATTORNEYS AT LAW

Date: October 19, 2006

Pages (including cover): 24

Attorney #: 1801

Client.Matter #: 025794-00003

Craig Engle

202.775.5791 DIRECT

202.857.6395 FAX

engle.craig@arentfox.com

PLEASE DELIVER TO:

Name/Company

Fax #

Verify #

Eric Wong
IRS - Appeals Division

213 576 4803

Hard Copy Sent: Yes VIA FACSIMILE AND MAIL

MESSAGE/INSTRUCTIONS

Please See Attached.

PLEASE CALL OUR FAX OPERATOR AS SOON AS POSSIBLE IF TRANSMISSION IS NOT COMPLETE: 202.857.6119

This facsimile contains privileged and confidential information intended only for the use of the addressee(s) named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by telephone and return the original facsimile to us at the address below via the postal service.

Thank you.

Arent Fox PLLC

1050 Connecticut Avenue, NW

Washington, DC 20036-5339

202.857.6000 PHN

WASHINGTON DC

NEW YORK

202.857.6395 FAX

www.arentfox.com

Arent Fox

ATTORNEYS AT LAW

October 19, 2006

Craig Engle
202.775.5791 DIRECT
202.857.6395 FAX
engle.craig@arentfox.com

Eric Wong
Internal Revenue Service – Appeals Division
300 N. Los Angeles Street, Room 3054
Los Angeles, CA 90012

Re: Application for 501(c)(4) State Government Leadership Foundation

Dear Mr. Wong:

Thank you very much for your telephone calls and emails over the last several weeks regarding the application for exemption for the State Government Leadership Foundation.

I am glad you have untangled any confusion the IRS may have initially had about the SGLF and its separation from the Republican State Leadership Committee. As we recently discussed, the SGLF is *not* a Republican organization. It is a non-partisan public issues organization that promotes discussion of current legal and legislative matters facing state governments.

You asked for any additional information we may have to further prove this assertion and examples of recent meeting agendas.

1. The newest Board member of the SGLF is Andy Miller, the former *Democratic* Attorney General from Virginia.
2. The SGLF is currently planning its 5th Annual Spring Meeting. As the attached document shows (Exhibit 1), this meeting is once again scheduled to coincide with the prestigious NAAG Spring Meeting.

NAAG is the well-known, non-partisan National Association of Attorneys General of the United States. Most State Attorneys General attend the annual NAAG meeting in their official capacity: and then also participate in adjacent SGLF forums. SGLF panels often address the same topics discussed in NAAG meetings, but in smaller, more collaborative settings.

Importantly, our SGLF Spring meetings have included many *Democratic* Attorneys General who either attend or often speak at our forums (see list at the bottom of Exhibit 1).

3. The largest non-partisan forum conducted by the SGLF was its 2005 Annual Forum at the National Press Club. As the attachment shows (Exhibit 2), this meeting was attended by numerous business leaders, moderated by a Fox news anchor and included several bi-partisan debates. A list of Republicans and Democratic invitees is included.

Arent Fox PLLC

1050 Connecticut Avenue, NW Ste 400 Washington, DC 20036-5339 202.857.6000 PHN 202.857.6395 FAX www.arentfox.com

WASHINGTON, DC NEW YORK

Eric Wong
October 19, 2006
Page 2

4. Finally, the SGLF has listed for your information (Exhibit 3) all its meetings and issue-related conference calls during 2005.

In closing, the SGLF is a non-partisan forum. There is a separation between it and the RSLC. Members of both political parties are invited to, and do attend, SGLF events.

Please let me know if there is any further information we can provide to you.

Best regards,



Craig Engel

Enclosures

STATE GOVERNMENT LEADERSHIP FOUNDATION

TO: CRAIG ENGLE, ARENT FOX PLLC

FROM: ERICA ASTLEFORD

DATE: TUESDAY, OCTOBER 18, 2006

RE: 2007 SPRING MEETING

We are currently solidifying plans for the 5th annual Spring Meeting. Each year the SGLF has chosen dates and locations that coincide with the National Association of Attorneys General (NAAG) Spring Meeting. NAAG is a bi-partisan organization which facilitates interaction among all state attorneys general. They achieve this goal by hosting three meetings each year throughout the United States. The reason we feel working around the NAAG meeting and the official NAAG agenda to be of such critical importance is what takes place during the SGLF Spring Meeting.

The SGLF Spring Meeting agenda includes panels which directly address topics slated to be highlighted during the NAAG Spring Meeting along with a couple of social meals. Often time our panelists will be panelists at the NAAG Meeting. The Spring Meeting along with all of the other SGLF meetings are open to all SGLF members.

Below, please find the list of former Democrat Attorneys General that have participated in our National Meetings.

Former Democrat Attorneys General Attendees

Jeffrey Modisett, IN

Chris Gorman, KY

Mike Moore, LA

Andrew Ketterer, ME

Frankie Sue Del Papa, NV

Jerry Diamond, VT

STATE GOVERNMENT LEADERSHIP FOUNDATION

2005 ANNUAL FORUM

AGENDA

THE NATIONAL PRESS CLUB
529 14TH STREET, NW
WASHINGTON, DC

WEDNESDAY, DECEMBER 7, 2005

8:30 A.M. – 9:00 A.M.

REGISTRATION

LOCATION: THE CONFERENCE ROOMS, 13TH FLOOR

9:00 A.M. – 10:30 A.M.

MULTI-STATE ACTIONS BY STATE ATTORNEYS GENERAL:

CONSUMER PROTECTION OR ABUSE OF POWER?

LOCATION: THE CONFERENCE ROOMS, 13TH FLOOR

SPEAKERS: STEVEN B. HANTLER, ESQUIRE

DAIMLERCHRYSLER CORPORATION

RICHARD F. SCRUGGS, ESQUIRE

THE SCRUGGS LAW FIRM

MODERATOR: HON. ANDREW P. NAPOLITANO, FOX NEWS CHANNEL

10:45 A.M. – 12:00 P.M.

UNIFORM REGULATION OF COMMERCE AND STATE ATTORNEYS GENERAL:

THE VIRTUES OF FEDERALISM AND THE REALITIES OF INTERSTATE COMMERCE

LOCATION: THE CONFERENCE ROOMS, 13TH FLOOR

SPEAKERS: MICHAEL S. GREVE

AMERICAN ENTERPRISE INSTITUTE

HON. JAMES E. TIERNEY, ESQUIRE

DIRECTOR, NAT'L STATE ATTORNEYS GENERAL PROGRAM

COLUMBIA LAW SCHOOL

MODERATOR: HON. ANDREW P. NAPOLITANO, FOX NEWS CHANNEL

12:00 P.M. – 1:30 P.M.

LUNCH

LOCATION: THE FIRST AMENDMENT LOUNGE, 13TH FLOOR

CONFIRMED ATTORNEY GENERAL PARTICIPANTS

ATTORNEY GENERAL STEVE CARTER, INDIANA

ATTORNEY GENERAL MIKE COX, MICHIGAN

ATTORNEY GENERAL TOM CORBETT, PENNSYLVANIA

ATTORNEY GENERAL HENRY MCMASTER, SOUTH CAROLINA

ATTORNEY GENERAL JUDY JAGDMANN, VIRGINIA

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

He previously served as Steering Committee Chair of the U.S. Chamber Legal Reform Institute and as the Chair of the Advisory Board of the National Judicial College.

Mr. Hantler is also a leader in civic and professional affairs. He previously served on the Judicial Review Committee for Governor John Engler; on the Judicial Review Committee for U.S. Senator Spencer Abraham; on the Environment, Safety, and Health Advisory Committee to the President of the University of California; as Chief of Staff to the Law and Public Safety Departments of the Transition Committee for Mayor Dennis Archer; and, as Co-Chair of the City of Detroit Law Department Restructuring Team.

He is frequently invited to speak at national meetings on civil justice reform, employment law, process re-engineering, and occupational safety and health issues. His keynote speech at the Republican Attorneys General Association Summer 2003 meeting, "*The Seven Myths of Highly Effective Plaintiffs Lawyers*," has been published by Vital Speeches of the Day. His monograph of the same title has been published by The Manhattan Institute. Another of his speeches, "*The Three Catastrophes of Asbestos Litigation*," has also been published by Vital Speeches of the Day, The Federalist Society, The Manhattan Institute, and the Washington Legal Foundation.

His articles have been published by *The Wall Street Journal*, *Litigation Management Magazine*, *Chief Legal Executive Magazine* and the *San Francisco Examiner*. His "*Primer on Civil Justice Reform at the Federal Level*," was published by the U.S. Chamber of Commerce

HONORABLE ANDREW P. NAPOLITANO
SENIOR JUDICIAL ANALYST
FOX NEWS CHANNEL

Andrew P. Napolitano joined FOX News Channel in May 1998, and currently serves as a senior judicial analyst. He appears daily on *The Big Story with John Gibson*, co-hosts *FOX and Friends* once a week and is a regular on *The O'Reilly Factor*.

Napolitano is the youngest life-tenured Superior Court Judge in the history of the State of New Jersey. While on the bench from 1987-95, Judge Napolitano tried over 150 jury trials, and sat in all parts of the Superior Court — Criminal, Civil, Equity and Family.

For eleven years, Napolitano served as an adjunct professor at Seton Hall Law School, where he taught constitutional law and jurisprudence. He returned to private law practice in 1995, the same year he began his career in broadcasting.

Napolitano received his undergraduate degree from Princeton University and his Juris Doctor from the University of Notre Dame.

RICHARD F. SCRUGGS
THE SCRUGGS LAW FIRM

Richard F. Scruggs of the Scruggs Law Firm lives in Oxford, Mississippi, and is a graduate of the University of Mississippi with a B.A. (1969) and a Juris Doctorate (1977). Mr. Scruggs is a Fellow in the International Academy of Trial Lawyers and the American Inns of Court. Mr. Scruggs is a former Navy carrier pilot and has been

featured in the Wall Street Journal (March 15, 1996), The Washington Post (March 30, 1998), Time Magazine (July 17, 2000), Newsweek (December 6, 1999), Fortune (March 16, 1998 and July 3, 2000), The Weekly Standard (August 11, 2007), Business Week

(June 16, 1997), Forbes (March 8, 1999), George (June 1999), and the cover story of the American Lawyer (April 1996) for, among other things, his role in the State of Mississippi's pioneering litigation to recover public health care expenditures from the tobacco industry. He was featured recently in a PBS Frontline documentary and CNN/Fortune's Newstand program. Mr. Scruggs has been interviewed on NBC Dateline, 60 Minutes, and has made numerous appearances on ABC, CBS, NBC and CNN Nightly News. Most recently Mr. Scruggs was featured with Dan Rather on 60 Minutes II, and a PBS Frontline Documentary regarding managed care litigation.

Mr. Scruggs was named 1997 Mississippi Citizen of the Year by the March of Dimes. Mr. Scruggs was selected as the Outstanding Philanthropist by the Gulf Coast Community Foundation for the year 2000. Regularly active in civic affairs, Mr. Scruggs is past or present Director of Central Mississippi Legal Services Corporation, South Mississippi Legal Services Corporation, Piney Woods Country Life School, The University of Mississippi Foundation and the Pine Burr Area Council, Boy Scouts of America. He was the Fundraising Event Chairman of the American Cancer Society and the 1995 King of Hearts of the American Heart Association. He established the Richard F. Scruggs Endowment Fund at the University of Mississippi for the children of present or former employees of shipyard workers, and recently made a \$30 million gift to the University of Mississippi.

In addition to his successful advocacy on behalf of the states against the tobacco industry, Mr. Scruggs is a strong advocate of consumerism. Mr. Scruggs recently won a \$50 million verdict in federal court on behalf of a nationwide class of senior citizens who were victimized by a predatory lending scheme financed by Wall Street. Mr. Scruggs is a vocal advocate for federalism and states rights, and he strongly opposes the recent efforts by Washington-based business groups to "federalize" state consumer and tort laws.

HONORABLE JAMES E. TIERNEY

DIRECTOR, NATIONAL STATE ATTORNEYS GENERAL PROGRAM
COLUMBIA LAW SCHOOL

James E. Tierney is the Director of the National State Attorneys General Program, at Columbia Law School, where he has also taught as a Lecturer-in-Law since the fall of 2000. Tierney served as the Attorney General of Maine from 1980 until 1990. He currently practices as a consultant to attorneys general and others regarding state regulatory structures and multi-state initiatives. Tierney is a graduate of the University of Maine and its School of Law.

During his ten years as Attorney General of Maine, Tierney played an active role in the National Association of Attorneys General (NAAG), including service on NAAG's Executive Board and various committees. Both while in office and since he has left, Tierney has instructed newly elected state attorneys general on the effective performance of their office. He has served as a Special Prosecutor in Pennsylvania, Minnesota and Vermont and on behalf of NAAG has authored an analysis of the operations of state grand jury practice throughout the United States.

Tierney has been a Wasserstein Fellow at Harvard Law School and has guest lectured at many law schools about the office of state attorney general. He has also taught at Boston College Law School, Northeastern Law School and the University of Maine School of Law. He has served on the Boards of both the American Industrial

... served on the Board of the American Judicature Society and was a member of the Board of Commentators of the Courtroom Television Network where he regularly appeared as a guest.

STATE GOVERNMENT LEADERSHIP FOUNDATION

TO: STEVEN B. HANTLER
RICHARD F. SCRUGGS

FROM: J. CHRISTOPHER JANKOWSKI

DATE: MONDAY, NOVEMBER 28, 2005

RE: OUTLINE FOR DEBATE:
MULTI-STATE ACTIONS BY STATE ATTORNEYS GENERAL:
CONSUMER PROTECTION OR ABUSE OF POWER?

Thank you for participating in the presentation at the upcoming SGLF Forum. I understand that you have both engaged in legal reform debates with each other in a variety of forums, but this debate promises to be different. First, the debate will focus on legal reform issues in the context of state attorneys general activity, and second, you will be questioned by a panel of state attorneys general much like a panel of reporters would question political candidates in a debate. With that in mind, I request that you tailor your comments and discussion to points relevant to the role of attorneys general in the civil justice system.

FORMAT:

The debate will be structured to allow the speakers to present an overview of their perspective on the topic in the first half hour. These introductory comments will be followed by questions from a panel of state attorneys general as led by the moderator. The state attorneys general may also make comments, but their primary role is to help foster the debate between the speakers and the issues raised or even issues not touched on specifically, but relevant to the topic. The debate will conclude with each speaker making summary closing comments on the topic. The moderator will lead the program and will use his best judgment and discretion to keep the dialogue lively but orderly, and above all, on schedule.

TIMING: ONE HOUR AND THIRTY MINUTES:

1. Moderator introduces the speakers and the subject of the debate: 5 minutes.
2. Each speaker makes introductory comments: 10-15 minutes each.
3. Questions from Attorneys General: 3 minute response per question
(Approximately 35 minutes total)
4. Closing Comments by speakers: 5 minutes each.

The debate is scheduled for 9:00 a.m. – 10:30 a.m.

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

TO: MICHAEL S. GREVE
JAMES E. TIERNEY

FROM: J. CHRISTOPHER JANKOWSKI

DATE: MONDAY, NOVEMBER 28, 2005

RE: OUTLINE FOR DEBATE:
UNIFORM REGULATION OF COMMERCE AND STATE ATTORNEYS GENERAL:
THE VIRTUES OF FEDERALISM AND THE REALITIES OF INTERSTATE COMMERCE

Thank you for participating in the presentation at the upcoming SGLF Forum. After reviewing the following details on the format and timing, please let me know if you have any questions or comments. This will not be a formal debate, but time constraints will require that we adhere to the timeline.

FORMAT:

The debate will be structured to allow the speakers to present an overview of their perspective on the topic in the first half hour. These introductory comments will be followed by questions from a panel of state attorneys general as led by the moderator. The state attorneys general may also make comments, but their primary role is to help foster the debate between the speakers and the issues raised or even issues not touched on specifically, but relevant to the topic. The debate will conclude with each speaker making summary closing comments on the topic. The moderator will lead the program and will use their best judgment and discretion to keep the dialogue lively but orderly, and above all, on schedule.

TIMING: ONE HOUR AND FIFTEEN MINUTES:

1. Moderator introduces the speakers and the subject of the debate: 5 minutes.
2. Each speaker makes introductory comments: 10-15 minutes each.
3. Questions from Attorneys General: 3 minute response per question
(Approximately 35 minutes total)
4. Closing Comments by speakers: 5 minutes each.

The debate is scheduled for 10:45 a.m. – 12:00 p.m.

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PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

SAVE THE DATE

THE STATE GOVERNMENT LEADERSHIP FOUNDATION

INVITES YOU TO THE

1ST ANNUAL SGLF FORUM

ON

WEDNESDAY, DECEMBER 7, 2005

AT

THE NATIONAL PRESS CLUB
529 14TH STREET, NW
WASHINGTON, DC

TENTATIVE AGENDA

REGISTRATION

FORUM ISSUE I: MULTI-STATE ACTIONS BY STATE ATTORNEYS GENERAL:
CONSUMER PROTECTION OR ABUSE OF POWER?

FORUM ISSUE II: UNIFORM REGULATION OF COMMERCE:
THE VIRTUES OF FEDERALISM AND THE REALITIES OF INTERSTATE COMMERCE
LUNCH

TICKETS ARE \$75.00 PER PERSON.

PLEASE CALL (202) 349-2423 OR E-MAIL SGLF@SGLF.ORG
WITH ANY QUESTIONS.

FORMAL INVITATIONS TO BE MAILED SHORTLY.

THIS EVENT IS PAID FOR BY THE STATE GOVERNMENT LEADERSHIP FOUNDATION (SGLF).
CONTRIBUTIONS TO THE SGLF ARE NOT DEDUCTIBLE AS CHARITABLE DONATIONS.

STATE GOVERNMENT LEADERSHIP FOUNDATION

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SUITE 450 - WASHINGTON, DC 20005

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PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

Dear Friends of the SGLF,

Please save the date for the 1st Annual State Government Leadership Foundation Forum on Wednesday, December 7, 2005.

- For event details and the registration form, please see the attachment.
- Tickets are available at \$50.00 per person.
- To RSVP or for more information, contact Erica Astleford at (202) 349-2423 or eastleford@sglf.org.
- Formal invitations have been mailed.

Sincerely,
The SGLF

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

STATE GOVERNMENT LEADERSHIP FOUNDATION

Dear Friends of the SGLF,

We are pleased to announce the **Honorable Andrew Napolitano** has agreed to moderate the State Government Leadership Foundation Forum. You can find Judge Napolitano's biographical information below.

- The SGLF Forum is on Wednesday, December 7, 2005.
- Please see the attached document for the event agenda and registration form.
- Tickets are still available at \$50.00 per person.
- To RSVP or for more information, contact Erica Astleford at (202) 349-2423 or eastleford@sglf.org.

The Honorable Andrew P. Napolitano



Andrew P. Napolitano joined FOX News Channel in May 1998, and currently serves as a senior judicial analyst. He appears daily on *The Big Story with John Gibson*, co-hosts *FOX and Friends* once a week and is a regular on *The O'Reilly Factor*.

Napolitano is the youngest life-tenured Superior Court Judge in the history of the State of New Jersey. While on the bench from 1987-95, Judge Napolitano tried over 150 jury trials, and sat in all parts of the Superior Court — Criminal, Civil, Equity and Family.

For eleven years, Napolitano served as an adjunct professor at Seton Hall Law School, where he taught constitutional law and jurisprudence. He returned to private law practice in 1995, the same year he began his career in broadcasting.

Napolitano received his undergraduate degree from Princeton University and his Juris Doctor from the University of Notre Dame.

Sincerely,
The SGLF



STATE GOVERNMENT LEADERSHIP FOUNDATION

November 22, 2005

The Honorable Terry Goddard
Attorney General
State of Arizona
1275 W. Washington St.
Phoenix, AZ 85007

Dear General Goddard,

On behalf of the State Government Leadership Foundation (SGLF), I invite you to attend the first annual SGLF Forum on December 7, 2005 in Washington, DC. In addition to your attendance, we welcome your participation in any of the presentations listed on the attached agenda. The forum promises to provide a fast paced and engaging discussion of fundamental issues relating to state attorneys general, while continuing the important dialogue on the role of state attorneys general.

The State Government Leadership Foundation, a 501(c)4 organization (application pending) under the Internal Revenue Code, is dedicated to educating elected or appointed state government officials on a wide range of public policy issues. The SGLF devotes resources to forums, research and training, conferences and other means of communication and dialogue among state leaders. The State Government Leadership Foundation is an affiliate of the Republican State Leadership Committee.

Enclosed you will find information on the SGLF forum. Please feel free to contact me at (202) 349-2423 if you are interested in attending, or if you have any questions concerning the forum. Reimbursement for travel expenses is available on a limited basis.

Sincerely,

Tim Barnes
President
State Government Leadership Foundation

Enclosure

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424

Title	Full Name	Last Name	Company
The Honorable	Greg	Abbott	Office of the Attorney General
The Honorable	Kelly	Ayotte	Office of the Attorney General
The Honorable	Thurbert	Baker	Office of the Attorney General
The Honorable	Mike	Beebe	Office of the Attorney General
The Honorable	Mark	Bennett	Office of the Attorney General
The Honorable	Richard	Blumenthal	Office of the Attorney General
The Honorable	Jon	Bruning	Office of the Attorney General
The Honorable	Bob	Butterworth	St. Thomas University
The Honorable	Steve	Carter	Office of the Attorney General
The Honorable	George	Chanos	Office of the Attorney General
The Honorable	Roy	Cooper	Office of the Attorney General
The Honorable	Tom	Corbett	Office of the Attorney General
The Honorable	Mike	Cox	Office of the Attorney General
The Honorable	Pat	Crank	Office of the Attorney General
The Honorable	Charlie	Crist	Office of the Attorney General
The Honorable	J. Joseph	Curran Jr.	Office of the Attorney General
The Honorable	Drew	Edmondson	Office of the Attorney General
The Honorable	Charles	Foti	Office of the Attorney General
The Honorable	Terry	Goddard	Office of the Attorney General
Mr.	Michael	Greve	American Enterprise Institute
Mr.	Steve	Hantler	DaimlerChrysler
The Honorable	Peter C.	Harvey	Office of the Attorney General
The Honorable	Mike	Hatch	Office of the Attorney General
The Honorable	Jim	Hood	Office of the Attorney General
The Honorable	Judy	Jagdmann	Office of the Attorney General
The Honorable	Troy	King	Office of the Attorney General
The Honorable	Phill	Kline	Office of the Attorney General
The Honorable	Peg	Lautenschlager	Office of the Attorney General
The Honorable	Bill	Lockyer	Office of the Attorney General
The Honorable	Larry	Long	Office of the Attorney General
The Honorable	Patrick	Lynch	Office of the Attorney General
The Honorable	Lisa	Madigan	Office of the Attorney General
The Honorable	Patricia A.	Madrid	Office of the Attorney General
The Honorable	David	Marquez	Office of the Attorney General
The Honorable	Mike	McGrath	Office of the Attorney General
The Honorable	Darrell V.	McGraw Jr.	Office of the Attorney General

The Honorable	Rob	McKenna	Office of the Attorney General
The Honorable	Henry	McMaster	Office of the Attorney General
The Honorable	Tom	Miller	Office of the Attorney General
The Honorable	Hardy	Myers	Office of the Attorney General
The Honorable	Andrew	Napolitano	FOX News Channel
The Honorable	Jeremiah W.	Nixon	Office of the Attorney General
The Honorable	Jim	Petro	Office of the Attorney General
The Honorable	Tom	Reilly	Office of the Attorney General
The Honorable	G. Steven	Rowe	Office of the Attorney General
Mr.	Richard	Scruggs	The Scruggs Law Firm
The Honorable	Mark	Shurtleff	Office of the Attorney General
The Honorable	William H.	Sorrell	Office of the Attorney General
The Honorable	Eliot	Spitzer	Office of the Attorney General
The Honorable	Wayne	Stenehjem	Office of the Attorney General
The Honorable	Greg	Stumbo	Office of the Attorney General
The Honorable	Paul G.	Summers	Office of the Attorney General
The Honorable	John	Suthers	Office of the Attorney General
The Honorable	James	Tierney	Columbia Law School
The Honorable	Lawrence	Wasden	Office of the Attorney General

STATE GOVERNMENT LEADERSHIP FOUNDATION

November 22, 2005

«Title» «Full_Name»

«Office»

«Address_1»

«Address_2»

«City_ST__Zip»

Dear General «Last_Name»,

On behalf of the State Government Leadership Foundation (SGLF), I invite you to attend the first annual SGLF Forum on December 7, 2005 in Washington, DC. The forum promises to provide a fast paced and engaging discussion of fundamental issues relating to state attorneys general, while continuing the important dialogue on the role of state attorneys general.

The State Government Leadership Foundation, a 501(c)4 organization (application pending) under the Internal Revenue Code, is dedicated to educating elected or appointed state government officials on a wide range of public policy issues. The SGLF devotes resources to forums, research and training, conferences and other means of communication and dialogue among state leaders. The State Government Leadership Foundation is an affiliate of the Republican State Leadership Committee.

Enclosed you will find the agenda and registration form for the SGLF Forum. I hope to see you on December 7. Please feel free to contact our offices at (202) 349-2423 if you have any questions or concerns.

Sincerely,

Tim Barnes.
President
State Government Leadership Foundation

Enclosure

STATE GOVERNMENT LEADERSHIP FOUNDATION • 1400 K STREET, NW • SUITE 450 • WASHINGTON, DC 20005
PHONE: 202.349.2400 • FAX: 202.349.2424



ATTORNEY GENERAL OF MISSOURI

JEREMIAH W. (JAY) NIXON

December 2, 2005

Tim Barnes
President
State Government Leadership Foundation
1400 K Street, NW, Suite 450
Washington, D.C. 20005

Dear Mr. Barnes:

Thank you for the invitation to participate in the State Government Leadership Foundation Forum on Wednesday, December 7. However, due to scheduling conflicts, I regret that I will not be able to attend.

Again, thank you for the invitation. I hope the event is a success.

Sincerely,

A handwritten signature in black ink, appearing to be "J. Nixon", written over the printed name.

JEREMIAH W. (JAY) NIXON
Attorney General

SGLF Forum Attendees

First Name	Last Name	Company
Ms. Cheryl	Mathels	American Association of Retired People
Mr. Michael	Greve	American Enterprise Institute
Ms. Kristyn	Shayon	American Justice Partnership
Mr. Steve	Nowlan	American Justice Partnership
Ms. Kristin	Bodenstedt	Bacardi U.S.A. Inc.
Mr. Mike	Lange	Berman DeValerio Pease Tobacco Burt & Pucillo
Ms. Paula	Prahl	Best Buy Co. Inc.
Mr. Keith	Brancato	Bingham Consulting Group
Mr. Brandon	Partridge	Braintree Advisors, LLC
Ms. Carrie	Hartgen	Cendant Corporation
Mr. Wayne	Covert	Check Into Cash
Ms. Lauren	Hosie	Check Into Cash
Ms. Karen	Anderson	Citigroup, Inc.
Attorney General Tom	Corbett	Commonwealth of Pennsylvania
Ms. Kara	Marshall	Community Financial Services Association
Ms. Christine	Hall	Competitive Enterprise Institute
Mr. Sam	Kazman	Competitive Enterprise Institute
Mr. Andras	Kosaras	Council on Foundations
Mr. Stefan	Kenn	DaimlerChrysler
Mr. Steven	Hantler	DaimlerChrysler
Mr. Bernie	Nash	Dickstein Shapiro Morin & Oshinsky LLP
Mr. Milton	Marquis	Dickstein Shapiro Morin & Oshinsky LLP
Mr. Dean	Heyl	Direct Selling Association
Mr. John	Webb	Direct Selling Association
Ms. Jennifer	O'Brien	First Data Corporation
Mr. Teross	Young	Food Lion LLC
Judge Andrew	Napolitano	Fox News
Ms. Sandie	Benen	GlaxoSmithKline Inc.
Mr. Charlie	Condon	JK Harris Companies
Mr. Mark	McNair	Kaplan Fox & Kilsheimer LLP
Ms. Mary	Morris	Kaplan Fox & Kilsheimer LLP
Ms. Cathy	Landau-Painter	KPMG LLP
Mr. Timothy	Callan	Levick Strategic Communications
Mr. Kevin	Finnegan	Merck & Co., Inc.
Mr. Paul	Hilliar	Mortgage Bankers Association
Mr. Todd	Flournoy	Motion Picture Association of America
Mr. Stephen	Woods	National Federation of Independent Business
Mr. Richard	Hauser	National Legal Center
Mr. James	Tierney	National State Attorneys General Program
Mr. Walter	Cohen	Obermayer Rebmann Maxwell & Hippel LLP
Mr. Mike	Moore	Phelps Dunbar LLP
Mr. Andrew	Miller	Powell Goldstein LLP
Mr. David	Golden	Property Casualty Insurance Association of America
Mr. David	Powers	R.J. Reynolds Tobacco Company
Mr. Chris	Gorman	Rescare, Inc. C/O Conliffe, Sandmann & Sullivan
Ms. Kathryn	Lavriha	Sanofi - Aventis
Mr. Ben	Sachs	Service Employees International Union
Mr. Tim	Barnes	SGLF President
Mr. Victor	Schwartz	Shook, Hardy & Bacon LLP
Ms. Leah	Lorber	Shook, Hardy & Bacon LLP
Mr. Greg	Kilgore	Sprint Nextel Corporation
Attorney General Steve	Carter	State of Indiana

	Attorney General Mike	Cox	State of Michigan
	Attorney General Henry	McMaster	State of South Carolina
Mr.	Benjamin	Lerner	Stateside Associates

SGLF Forum Attendees

Ms.	Brandy	Nannini	The Century Council
Mr.	Erik	Strickland	The Century Council
Ms.	Marie	Chelli	The Chelli Group
Ms.	Courtney	Armour	The Distilled Spirits Council of the U.S.
Mr.	Richard	Scruggs	The Scruggs Law Firm
Mr.	Dan	Leary	T-Mobile USA, Inc.
Ms.	Cheryl	Evans	U.S. Chamber - Institute for Legal Reform
Ms.	Martha	Derthick	University of Virginia
Mr.	Craig	Wolf	Wine and Spirits Wholesalers of America
Mr.	Kevin	Riordan	

STATE GOVERNMENT LEADERSHIP FOUNDATION

STATE GOVERNMENT LEADERSHIP FOUNDATION 2005 MEETINGS

- January 19, 2005 – Pharmaceutical Task Force Meeting
- March 14, 2005 – Too Quick to Judge Issue Briefing:
The Use, Abuse and Overuse of Criminal Sanctions for Business Conduct
- March 14, 2005 – Junk Science and Jackpot Justice Issue Briefing:
Is MTBE the Flavor of the Month?
- June 5, 2005 – Energy Task Force Meeting
- June 5, 2005 – Pharmaceutical Task Force Meeting
- June 6, 2005 – Proportional Response: Are Companies Treated Fairly By State Attorneys General
- June 6, 2005 – Securing Information in the Digital World
- June 18, 2005 – Private Sector Medicaid Solutions:
Encouraging the Purchase of Long-term Care Insurance
- June 18, 2005 – Bio-Tech: Precautionary Principle: Science or Scam?
- June 18, 2005 – Legal Reform: A New Partnership Approach to State Legal Reform
- June 18, 2005 – The Partnership for Prescription Assistance:
Because Millions of People Need Help Paying for Medicine
- July 16, 2005 – Lieutenant Governors Roundtable: Innovative State Leadership.
- July 16, 2005 – Legal Reform: Voices for Reform
- September 19, 2005 – Mercury and Vaccines: What's the Real Story?
- September 19, 2005 – Transportation and International Differences in Health Costs
- October 17, 2005 – Energy Task Force Meeting
- October 17, 2005 – Telecom Reform: State Legislative Outlook
- October 17, 2005 – Attorney General Update: State's Rights and the 21st Amendment

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